

Company Number: 08827502

THE COMPANIES ACT 2006

 A PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

YOUTH ENGAGEMENT SCHOOLS TRUST

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions:

Special Resolution

The Company adopt new articles of association (the “**New Articles**”) in the form annexed to this resolution in substitution for the Company’s current articles.

The undersigned, being the persons entitled to vote on the above resolutions on the date of circulation of it by the Company, irrevocably vote in favour of them.

Member	Signature	Date
C Hindley	DocuSigned by: <i>Chris Hindley</i> C9FBF54882684A6...	11-May-2022
M Howlett	DocuSigned by: <i>Martin Howlett</i> 92F82A9C00EA4F4...	11-May-2022
J Bisset		
A Mayor	DocuSigned by: <i>A Mayor</i> 10A3E4D179AE427...	12-May-2022
M Pearson	DocuSigned by: <i>Martin B Pearson</i> DC8A29BFD934486...	11-May-2022

NOTES

1. The date of circulation of the attached resolutions is 11th May 2022. Unless the resolution is passed before the end of the period 28 days beginning with that date, it will lapse.
2. Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Company by using one of the following delivery methods:
 - By hand: delivering the signed copy to *Chris Heptinstall, YES Trust, c/o The Fermain Academy, Beswick St, Macclesfield, SK11 8JF.*
 - Post: returning the signed copy by post to *Chris Heptinstall, YES Trust, c/o The Fermain Academy, Beswick St, Macclesfield, SK11 8JF.*
 - Email: by attaching a scanned copy of the signed document to an email and sending it to, *dob@theyestrust.org*. Please type “Written resolutions dated 11th May 2022” in the email subject box
 - Docusign: by signing and dating the agreement via the link you will receive
3. If you do not support the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the resolution, you may not withdraw your agreement.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Appendix 1 - New Clauses to be added to Articles

- **Article 12B: Member-Trustee separation:** *“There must be a majority of Members who are not also Trustees.”*
- **Article 19: Annual General Meetings (AGMs):** *“The Academy Trust shall hold an Annual General Meeting each Academy Financial Year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Academy Trust and that of the next. Provided that so long as the Academy Trust holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All meetings other than the Annual General Meetings shall be called General Meetings.”*
- **Article 81: Governance Professional:** *“The Trustees must appoint a Governance Professional. The Governance Professional shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Governance Professional so appointed may be removed by them. The Governance Professional shall not be a Trustee, or the Chief Executive Officer. Notwithstanding this Article, the Trustees may, where the Governance Professional fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting. The Governance Professional may, but need not be, the appointed company secretary of the Academy Trust.”*