

WRITTEN SPECIAL RESOLUTION

of

Bexley Youth Training Group, trading as Skills for Growth ("the Company")

Dated: 20 June 2017

Pursuant to the Articles of Association of the Company and Chapter 2 of Part 13 of the Companies Act 2006, all the Company Members of the Company hereby resolve by Written Resolution that the following resolution is passed as a Special Resolution.

SPECIAL RESOLUTION

It is hereby resolved by way of special resolution that the Articles of Association of the Company shall be amended as set out below with effect from midnight between 31 July 2017 and 1 August 2017 provided that the Bromley College Corporation trading as London South East Colleges has submitted a written application for company membership to the Company and the Trustees of the Company have accepted the application and agreed in writing to proceed with the amendment to the Articles of Association on or before this date:

1. A new clarifying Article 4.2.7 shall be added as follows:

"4.2.7 (for the avoidance of doubt) where the member is itself a charity, assets for application in accordance with common charitable purposes".
2. Article 8 shall be amended to read as follows:

"The Sole Member shall appoint the Chair and may appoint other officers of the Charity, on such terms as the Sole Member considers appropriate".
3. Articles 25.1 to 25.5 shall be amended by deleting the words *"and retirement of Trustees by rotation"* from the heading and to read as follows:

"25.1 The Sole Member shall appoint the Trustees and on such terms as the Sole Member considers appropriate".

And by consequentially renumbering Article "25.6" to Article "25.2"
4. Article 26.7 shall be amended by replacing the words "Trustees resolve" in line 2 with the words *"Sole Member resolves"*.
5. Article 26.8 shall be amended to read as follows:

"26.8 by resolution of the Sole Member".
6. Article 27 shall be amended by replacing the words "The Trustees" in line 1 with the words *"the Sole Member"*.
7. Articles 28-31 shall be replaced by the following new Articles 28-31, under the heading amended from *"MEMBERS"* to *"MEMBERSHIP"*:

"28. Sole Member



28.1 There shall be a sole company member of the charity, which shall be: **Bromley College Corporation, trading as London South East Colleges: Rookery Lane, Bromley, BR2 8HE ("LSEC")**.

28.2 In the event of a bona fide reconstruction of the Member without insolvency the Trustees shall admit its successor organisation as Member.

28.3 If the Sole Member goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency, or has an administrator, or a receiver, or an administrative receiver appointed over all its assets or an order made or a resolution passed for its winding up, the Sole Member's membership shall automatically cease, and the Trustees shall after consultation (as far as practicable) with representatives of the former Sole Member admit any other person or persons willing to become the member or members of the charity to membership.

29. New members

The Sole Member (and not the Trustees) shall have the power to admit new company members.

30. Membership administration

30.1 Membership is not transferrable and the Trustees shall keep the required statutory record of company membership.

30.2. Sole Member may resign from membership upon the appointment of one or more new company members.

31. Membership resolutions

All company member resolutions (except the removal of a director or auditor which require a meeting) shall be passed by written resolution of the Sole Member, acting by an authorised representative. (Where a meeting is required it shall be called and conducted in accordance with the Companies Act 2006 and relevant regulations)".

8. In the Schedule a new definition shall be added at 1.16, with consequential re-numbering of definitions 1.16-1.20:

"Sole Member – as defined in Article 28.1".

CONSEQUENTIAL CONFIRMATORY RESIGNATIONS OF COMPANY MEMBERS:

As a consequence of the admittance of LSEC as a company member of the Company and the subsequent passing of the Special Resolution, all the company members in place immediately prior to the passing of the Special Resolution, except LSEC shall cease to be company members and their signatures to the Special Resolution below also confirm their personal resignations as company members of the Company.

Signed:
Name.....
Date:

Signed:
Name.....
Date:

Signed:
Name.....
Date:

Signed:
Name.....
Date:

Signed:
Name.....
Date:

Signed:
Name.....
Date:

1. If you agree with the Resolution, please indicate your agreement by:

Hand: by delivering the signed and dated resolution to Ashley McCaul, 19 Upland Road, Bexleyheath, DA7 4NR;

Post: by returning the signed and dated resolution by post to Ashley McCaul, 19 Upland Road, Bexleyheath, DA7 4NR; or

Email: by attaching a scanned copy of the signed and dated resolution to an email and sending it to ashleymccaul@skillsforgrowth.org.uk.

You may not return the Resolution to the Charity by any other method.

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Unless, by 18th July, 2017, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.

A copy of this resolution will be sent to Buzzacott, auditors for the company.