

Company No.: 04177718

Charity No.: 1087124

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
THE PRINCETHORPE FOUNDATION
(the "Company")

WRITTEN SPECIAL RESOLUTION OF THE COMPANY

CIRCULATED ON: 21 November 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the Articles of Association attached to this resolution shall be adopted by the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolution:

Signed by
Mr David George Jackson

Date

.....*DTG*.....
.....25/11/19.....



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NOTES

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to: Eddie Tolcher, Foundation Bursar, Princethorpe College, Rugby, Warwickshire CV23 9PX

By Post: returning the signed copy by post to: Eddie Tolcher, Foundation Bursar, Princethorpe College, Rugby, Warwickshire CV23 9PX

In Electronic Form: by attaching a scanned copy of the signed document to an e-mail and sending it to eddietolcher@princethorpe.co.uk. Please type "Written Special Resolution dated 22 November 2019 in the e-mail subject box.

2. If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement.

4. Unless, by 20 December 2019, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

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.

Article 19

19. Appointment and Retirement of Trustees

- 19.1. In this Article 19 a 'year' means the period between once annual general meeting and the next.
- 19.2. One third of the Governing Body shall retire each year at the annual general meeting, but if their number is not three or a multiple of three then the number nearest one third shall retire from office. For the avoidance of any doubt, any Trustee appointed under Article 19.10 shall not be taken into account in determining the Trustees who are to retire.
- 19.3. The Trustees to retire from office in each year shall be:
 - 19.3.1. in the first instance any Trustee who is prevented from continuing by the provisions of Article 19.7;
 - 19.3.2. thereafter those who have served the longest as a Trustee since they were last appointed or re-appointed at an annual general meeting. If any Trustees were appointed or reappointed Trustees on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- 19.4. If a Trustee is required to retire at an annual general meeting by a provision of these Articles, the retirement shall take effect upon the conclusion of the meeting.
- 19.5. No person other than a Trustee retiring under Article 19.2 shall be appointed or re-appointed a Trustee at any general meeting unless his appointment is approved by a majority vote of the remaining Trustees.
- 19.6. If the Foundation at the meeting at which a Trustee retires under Article 19.2 does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless:
 - 19.6.1. at the meeting it is resolved not to fill the vacancy; or
 - 19.6.2. a resolution for the re-appointment of the Trustee is put to the meeting and lost; or
 - 19.6.3. such re-appointment would not be in accordance with the provisions of these Articles.
- 19.7. No Trustee shall serve for more than twelve consecutive years as a Trustee, unless the Trustees consider it would be in the best interests of the Foundation for a particular Trustee to serve beyond that period and that Trustee is reappointed in accordance with these Articles. Any such extended term shall be subject to the following conditions:
 - 19.7.1. no Trustee may serve consecutive terms of office in excess of fifteen years;
 - 19.7.2. no more than three Trustees serving such an extended term at any one

time; and

- 19.7.3. an annual review being undertaken by the Trustees and where, following that review, it is no longer considered by the Trustees to be in the best interests of the Foundation for the relevant Trustee to continue he will be required to retire from office at the next Annual General Meeting and shall count towards those Trustees retiring under Article 19.2.
- 19.8. No Trustee shall hold the office of Chair or Deputy Chair for a period exceeding an aggregate of nine years. Thereafter he may continue as a Trustee where this is in accordance with and subject to the provisions of these Articles.
- 19.9. A retiring Trustee who has served for twelve consecutive years and not been appointed to serve an extended term or who has come to the end of an extended term shall not be eligible for re-appointment until one year after his retirement.
- 19.10. The Governing Body may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with these Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire under Article 19.2 at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 19.11. No person may be appointed as a Trustee:
 - 19.11.1. unless he has attained the age of 18 years; or
 - 19.11.2. in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 20.1; or
 - 19.11.3. in circumstances where such an appointment would not be in accordance with the provisions of this Article 19.
- 19.12. Any period of office as Trustee served by a person appointed to fill a casual vacancy and any period served as a Trustee prior to the 1st January 2008 shall be ignored for the purpose of Article 19.7.