

The Companies Act 2006

Company limited by guarantee

Written Resolution

Holmer Green Senior School

Circulation Date: 30.03.2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and article 35 of the articles of association of the Company, the directors (Trustees) of Holmer Green Senior School (the Company) propose that the following resolutions be passed as special and ordinary resolutions (Resolutions).

### Special Resolutions

It is resolved that:

1 Noting that the prior consent of the Secretary of State for Education has been received, the amended articles of association attached to this resolution (the **New Articles**) be adopted as the articles of association of the Company and in substitution for, and to the exclusion of, the existing articles of association;

2 Subject to the adoption of the New Articles in accordance with resolution 1, the following individuals are appointed as members of the Company under article 15A of the New Articles:

- Jim Leftwich;
- Mike Salem; and
- David Greenwood.

3 Subject to the adoption of the New Articles in accordance with resolution 1, the following individuals are designated as members of the Company under article 15A of the New Articles:

- Tony Green; and
- Emma Starling.

It is noted that Edward Hilliard has tendered his resignation as a member of the Company to take effect from 30.03.2021.

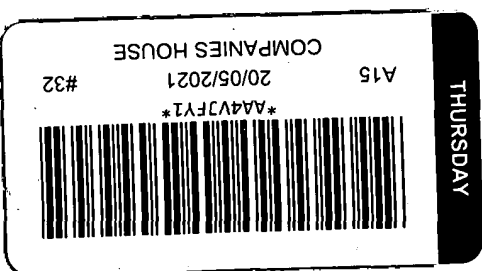
It is further noted that Sarah Stewart, Paul Davies and Lisa Swain hereby tender their resignations as members of the Company with effect from the point at which all 8 Resolutions are deemed to have been passed.

### Ordinary Resolutions

Subject to the adoption of the New Articles in accordance with resolution 1, it is resolved that:

4 the following individuals are designated as Member-appointed Trustees under article 50 of the New Articles:

- Sarah Stewart;
- Gareth Davies;



- Tony Green;
- Alex Down;
- Anna Thomas;
- Paul Davies; and
- Toni Ellis.

5 Noting that the requisite election process was previously carried out in accordance with the articles, the following individuals are confirmed as Parent Trustees of the Company under articles 53-56B of the New Articles:

- Steve Pilgrim;
- Scott Barrett;
- Emma Starling; and
- Lisa Swain.

6 Noting the prior approval of the Trustees, the following individuals are designated as Co-opted Trustees of the Company under article 58 of the New Articles:

- Emma Ginger;
- Jacqui Kirkpatrick;
- Anna Lee; and
- Fiona Kiss.

7 Edward Hillyard, the Principal of the Company, is designated as a Trustee of the Company under article 57 of the New Articles.

8 All terms of office shall continue to run from the date on which the relevant Trustee's most recent term of office commenced and no Trustee shall be deemed to have started a new term of office purely as a result of the designation/ confirmation under these Resolutions.

## Agreement

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed by Tony Green

Date

Signed by Sarah Stewart

Date

Signed by Emma Starling .....

Date .....

Signed by Lisa Swain .....

Date .....

Signed by Paul Davies .....

Date .....

## Notes

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. You can return it to the Company by:
  - hand (by bringing it to the registered office);
  - post to the registered office (marked for the attention of Lynda Jackson); or
  - email to JacksonL@holmer.org.uk.
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4 Unless within the period of 28 days beginning with the Circulation Date above, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.

- Tony Green;
  - Alex Down;
  - Anna Thomas;
  - Paul Davies; and
  - Toni Ellis.
- 5 Noting that the requisite election process was previously carried out in accordance with the articles, the following individuals are confirmed as Parent Trustees of the Company under articles 53-56B of the New Articles:
- Steve Pilgrim;
  - Scott Barrett;
  - Emma Starling; and
  - Lisa Swain.
- 6 Noting the prior approval of the Trustees, the following individuals are designated as Co-opted Trustees of the Company under article 58 of the New Articles:
- Emma Ginger;
  - Jacqui Kirkpatrick;
  - Anna Lee; and
  - Fiona Kiss.
- 7 Edward Hillyard, the Principal of the Company, is designated as a Trustee of the Company under article 57 of the New Articles.
- 8 All terms of office shall continue to run from the date on which the relevant Trustee's most recent term of office commenced and no Trustee shall be deemed to have started a new term of office purely as a result of the designation/ confirmation under these Resolutions.

### Agreement

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

Signed by Tony Green

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Date

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Signed by Sarah Stewart

Sarah Stewart

Date

31-03-21

Signed by Emma Starling

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Date

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Signed by Lisa Swain

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Date

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Signed by Paul Davies

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Date

.....  
31/03/2021

Signed by Emma Starling

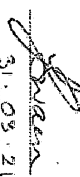
Date

Signed by Lisa Swain

Date

Signed by Paul Davies

Date

  
21.03.21

## Resignation as a member

🔒

Label: 3 Year Mandatory Delete (3 years) Expires: Fri 29/03/2024 11:45

EH

E. J. Hillyard

Tue 30/03/2021 12:45

To:

• L. Jackson

Cc:

• HGSS Clerk to Governors

Hi Lynda,

This is an email to confirm I will resign as a member of the Governing Body at HGSS as of 30 March, 2021.

Kindest regards,  
Ed Hillyard

**Mr Ed Hillyard**  
**Headteacher**  
**Holmer Green Senior School**  
**Tel: 01494 712219**



- Tony Green;
  - Alex Brown;
  - Anna Thomas;
  - Paul Davies; and
  - Tim Ellis.
5. During the aforesaid election process was properly carried out in accordance with the articles, the following individuals are confirmed as Pastors/Treasurers of the Company under articles 33.5(5) of the new articles:
- Steve Pugh;
  - Scott Barrett;
  - Emma Davies; and
  - Lisa Smith.
6. During the aforesaid report of the Trustees, the following individuals are designated as Current Trustees of the Company under article 38 of the new articles:
- Emma Briggs;
  - David Williams;
  - Anna Lewis; and
  - Fiona Sile.

7. It is hereby affirmed that the Trustees of the Company, as designated as a Trustee of the Company under article 37 of the new articles.

8. All points of order shall continue to rest from the date on which the aforesaid Trustees' report is received in office unopposed and no Trustee shall be deemed to have raised a new item of order prior to a period of the aforesaid confirmation under these provisions.

#### Affirmation

The undersigned, a person entitled to vote on the Resolution on the Circulars Date hereby  
☒ Thereby gives a vote thereon:

Signed by Tony Green

31.3.2021

Date

Signed by Susan Stewart

Date