

Company number 08146633

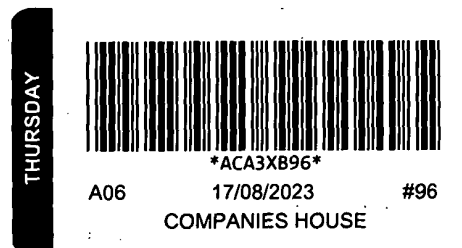
The Companies Act 2006

Company limited by guarantee

Written Resolution of the Members

Excalibur Academies Trust

Circulation Date: 29th July 2023



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and article 35 of the articles of association of the Company (**Company**), Warwick DuFour, being a Member with not less than 5% of the total voting rights of the Company) of the Company proposes that the following resolutions be passed (**Resolutions**).

Special Resolution

1. It is resolved that:
 - a. having received the prior consent of the Secretary of State for Education, the Salisbury Diocesan Board of Education and the Oxford Diocesan Board of Education and
 - b. subject to the consent of the Site Trustees (as defined in the existing articles of association),

the amended articles of association attached to this resolution (the **New Articles**) be adopted with effect from 00:01 on 1 September 2023 (the **Effective Date**) as the articles of association of the Company and in substitution for, and to the exclusion of, the existing articles of association.

Ordinary Resolution

2. It is resolved that:
 - a. Warwick DuFour be designated; and
 - b. Jess Harris-Freeth be appointed,as Members of the Company appointed under article 12(c) of the New Articles with effect from the Effective Date
3. It is resolved that the following individuals be designated as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:
 - a. Toby Watson;
 - b. Alan Gould; and
 - c. Jeanette Longhurst.
4. It is resolved that the following individuals be appointed as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:
 - a. Catherine Pinder;
 - b. Stella Lithgow; and

c. Natalie Cozier.

5. It is resolved that Nicky Edmondson continue as a Trustee of the Company by way of her office as Chief Executive Officer of the Company, under article 57 of the New Articles.

6. It is noted that:

- a. Susan Clarke has given notice of her resignation as a Member;
- b. as chair of Trustees, Toby Watson is a Member on an ex-officio basis under article 12b of the New Articles;
- c. the Salisbury Diocesan Board of Education has confirmed the continued appointment by them of Lucy Lee, Ann Parry and Jane Butler as Trustees of the Company who accordingly are designated as Trustees appointed under article 50A of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association);
- d. Susan Clarke, Dr Kieran Kelly and Nick Swan have been confirmed as continuing Co-opted Trustees by the non Co-opted Trustees under article 58 of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association); and
- e. Lawayne Jefferson has been appointed as a Co-opted Trustee by the non Co-opted Trustees under article 58 of the New Articles,

with effect from the Effective Date.

Agreement

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

Signed by

Susan Clarke

Date

S. Clarke
30/7/2023

Signed by

Warwick DuFour

Date

.....
.....

Signed by

Salisbury Diocesan Board of Education acting
via its Authorised Representative Rev Richard
Curtis

.....
.....

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 Cathryn Poole); or
 - email to cathryn.poole@excalibur.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, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.

The Companies Act 2006

Company limited by guarantee

Written Resolution of the Members

Excalibur Academies Trust

Circulation Date: 29th July 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and article 35 of the articles of association of the Company (**Company**), Warwick DuFour, being a Member with not less than 5% of the total voting rights of the Company of the Company proposes that the following resolutions be passed (**Resolutions**).

Special Resolution

1. It is resolved that:

- a. having received the prior consent of the Secretary of State for Education, the Salisbury Diocesan Board of Education and the Oxford Diocesan Board of Education and
- b. subject to the consent of the Site Trustees (as defined in the existing articles of association),

the amended articles of association attached to this resolution (the **New Articles**) be adopted with effect from 00:01 on 1 September 2023 (the **Effective Date**) as the articles of association of the Company and in substitution for, and to the exclusion of, the existing articles of association.

Ordinary Resolution

2. It is resolved that:

- a. Warwick DuFour be designated; and
- b. Jess Harris-Freeth be appointed,

as Members of the Company appointed under article 12(c) of the New Articles with effect from the Effective Date

3. It is resolved that the following individuals be designated as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:

- a. Toby Watson;
- b. Alan Gould; and
- c. Jeanette Longhurst.

4. It is resolved that the following individuals be appointed as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:

- a. Catherine Pinder;
- b. Stella Lithgow; and

5. It is resolved that Nicky Edmondson continue as a Trustee of the Company by way of her office as Chief Executive Officer of the Company, under article 57 of the New Articles.
6. It is noted that:
 - a. Susan Clarke has given notice of her resignation as a Member;
 - b. as chair of Trustees, Toby Watson is a Member on an ex-officio basis under article 12b of the New Articles;
 - c. the Salisbury Diocesan Board of Education has confirmed the continued appointment by them of Lucy Lee, Ann Parry and Jane Butler as Trustees of the Company who accordingly are designated as Trustees appointed under article 50A of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association);
 - d. Susan Clarke, Dr Kieron Kelly and Nick Swan have been confirmed as continuing Co-opted Trustees by the non Co-opted Trustees under article 58 of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association); and
 - e. Lowynne Jefferson has been appointed as a Co-opted Trustee by the non Co-opted Trustees under article 58 of the New Articles,

with effect from the Effective Date.

Agreement

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

Signed by

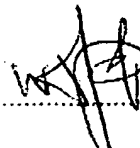
Susan Clarke

Date

Signed by

Warwick DuFour

Date


15th August 2023

Signed by

Salisbury Diocesan Board of Education acting
via its Authorised Representative Rev Richard
Curtis

Date

Notes

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 Cathryn Poole); or
- email to cathrynpoole@accolisgroup.co.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, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.

Company number 08146633

The Companies Act 2006

Company limited by guarantee

Written Resolution of the Members

Excalibur Academies Trust

Circulation Date: 29th July 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and article 35 of the articles of association of the Company (Company), Warwick DuFour, being a Member with not less than 5% of the total voting rights of the Company, of the Company proposes that the following resolutions be passed (Resolutions).

Special Resolution

1. It is resolved that:

- a. having received the prior consent of the Secretary of State for Education, the Salisbury Diocesan Board of Education and the Oxford Diocesan Board of Education, and
- b. subject to the consent of the Site Trustees (as defined in the existing articles of association),

the amended articles of association attached to this resolution (the New Articles) be adopted with effect from 00:01 on 1 September 2023 (the Effective Date) as the articles of association of the Company and in substitution for, and to the exclusion of, the existing articles of association.

Ordinary Resolution

2. It is resolved that:

- a. Warwick DuFour be designated, and
- b. Jess Harris-Freeth be appointed,

as Members of the Company appointed under article 12(c) of the New Articles with effect from the Effective Date

3. It is resolved that the following individuals be designated as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:

- a. Toby Watson,
- b. Alan Gould, and
- c. Jeanette Longhurst.

4. It is resolved that the following individuals be appointed as Member-appointed Trustees of the Company under article 50 of the New Articles with effect from the Effective Date:

- a. Catherine Pinder,
- b. Stella Lithgow, and

c. → Natalie Cozier. ¶

5. → It is resolved that Nicky Edmondson continue as a Trustee of the Company by way of her office as Chief Executive Officer of the Company, under article 57 of the New Articles. ¶

6. → It is noted that: ¶

a. → Susan Clarke has given notice of her resignation as a Member; ¶

b. → as chair of Trustees, Toby Watson is a Member on an ex-officio basis under article 12b of the New Articles; ¶

c. → the Salisbury Diocesan Board of Education has confirmed the continued appointment by them of Lucy Lee, Ann Parry and Jane Butler as Trustees of the Company who accordingly are designated as Trustees appointed under article 50A of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association); ¶

d. → Susan Clarke, Dr Kieran Kelly and Nick Swan have been confirmed as continuing Co-opted Trustees by the non-Co-opted Trustees under article 58 of the New Articles (further, that their term of office be deemed to take effect from the date of their most recent appointment under the existing articles of association); and ¶

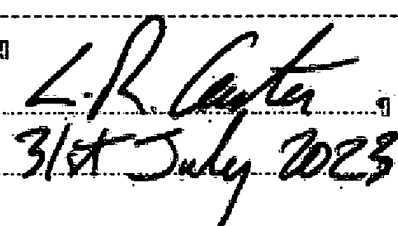
e. → Lawayne Jefferson has been appointed as a Co-opted Trustee by the non-Co-opted Trustees under article 58 of the New Articles, ¶

with effect from the Effective Date. ¶

Agreement ¶

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

¶

Signed by: ¶ Susan Clarke ¶ Date: ¶	¶ _____ _____ _____
Signed by: ¶ Warwick DuFour ¶ Date: ¶	¶ _____ _____ _____
Signed by: ¶ Salisbury Diocesan Board of Education acting via its Authorised Representative Rev Richard Curtis ¶ Date: ¶	¶  31st July 2023
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 Cathryn Poole); or
 - → email to cathryn.poole@excalibur.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, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.