

Company number 09306360

The Companies Act 2006
Company Limited by Guarantee

QUEST (A CHURCH OF ENGLAND SCHOOLS TRUST)

(the "Company")

Written Special Resolution pursuant to Article 35 of the Company's Articles of Association

We, the undersigned, being the members of the above Company for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following written resolution as a special resolution and confirm that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED THAT:

the Company's Articles of Association be amended by:

- A. In Article 6.6(c) deleting the words "(other than the Chief Executive Officer (to the extent he or she is a Director) whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8)"
- B. In Article 6.7(b) removing the words "be employed by the Company"
- C. In Article 6.8(a) removing the words "remuneration or other"
- D. In Article 6.8(b)(i) removing the words "his or her employment, remuneration, or"
- E. In Article 6.8(b)(ii) removing the words "his or her performance in the employment, or"
- F. Deleting the current Article 6.8(d) and replacing it with the following Article:


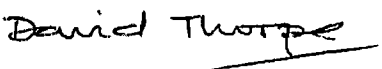
"in relation to proposed contracts for services the other Directors are satisfied that it is in the interests of the Company to contract with that Director rather than someone who is not a Director. In reaching that decision the Directors must balance the advantage of contracting with a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);"
- G. Deleting Article 6.8A in its entirety;
- H. Deleting the current Article 50B and replacing it by the following Article:

“50B. No employee of the Company or of any subsidiary of the Company (as subsidiary is defined in section 1159 Companies Act 2006) shall be a Director.”

I. Deleting the current Article 57 and replacing it by the following Article:

“57. The Chief Executive Officer shall not be entitled to be a Director.”

J. In Article 58 removing the following words in the second sentence: “if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer to the extent he or she is a Director”


Name	Signature	Date
For and on behalf of the Liverpool Diocesan Board of Education, acting by Liverpool Diocesan Educational Trust	 Miss Jane Griffiths Authorised signatory In signing this resolution, the signatory also gives the written consent of the Diocesan Corporate Member required by Article 10 of the Company's articles of Association.	27 th May 2022
Mr David Thorpe		27 th May 2022
Mr Paul Smalley		
For and on behalf of the University of Bolton	Baroness Helen Newlove Authorised signatory	
Dr Gregory Walker		

“50B. No employee of the Company or of any subsidiary of the Company (as subsidiary is defined in section 1159 Companies Act 2006) shall be a Director.”

I. Deleting the current Article 57 and replacing it by the following Article:

“57. The Chief Executive Officer shall not be entitled to be a Director.”

J. In Article 58 removing the following words in the second sentence: “if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer to the extent he or she is a Director”

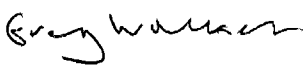
Name	Signature	Date
For and on behalf of the Liverpool Diocesan Board of Education, acting by Liverpool Diocesan Educational Trust	Miss Jane Griffiths Authorised signatory In signing this resolution, the signatory also gives the written consent of the Diocesan Corporate Member required by Article 10 of the Company's articles of Association.	
Mr David Thorpe		
Mr Paul Smalley		
For and on behalf of the University of Bolton	 Baroness Helen Newlove Authorised signatory	27.05.22 .
Dr Gregory Walker		27 May 2022

“50B. No employee of the Company or of any subsidiary of the Company (as subsidiary is defined in section 1159 Companies Act 2006) shall be a Director.”

I. Deleting the current Article 57 and replacing it by the following Article:

“57. The Chief Executive Officer shall not be entitled to be a Director.”

J. In Article 58 removing the following words in the second sentence: “if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer to the extent he or she is a Director”

Name	Signature	Date
For and on behalf of the Liverpool Diocesan Board of Education, acting by Liverpool Diocesan Educational Trust	Miss Jane Griffiths Authorised signatory In signing this resolution, the signatory also gives the written consent of the Diocesan Corporate Member required by Article 10 of the Company’s articles of Association.	
Mr David Thorpe		
Mr Paul Smalley		
For and on behalf of the University of Bolton	Baroness Helen Newlove Authorised signatory	
Dr Gregory Walker		27 May 2022

NOTES

1. *This written resolution has been proposed in accordance with article 35 of the Company's Articles of Association. The purpose of the resolution is to remove from the Articles of Association all references to the CEO being appointed as a director. Currently it would require a special resolution of the members to appoint the CEO as a director. After passing this resolution, the CEO could be appointed as a director only if the articles were amended back, which would also require a special resolution, and would be likely to require the consent of the Charity Commission.*
2. *This resolution requires the consent of the Department for Education under the Company's funding agreement, as it is a change to a governance article. This consent was received on 25 May 2022.*
3. *As the resolution is a special resolution the requisite majority needed to pass the resolution is 75% or more of the members eligible to vote. In addition under Article 10 of the Company's Articles of Association the written consent of the Diocesan Corporate Member is required to pass this resolution, which will not therefore be passed unless this is received.*
4. *The circulation date of this written resolution is 25 May 2022.*
5. *If you agree to this resolution, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the signed document to the Company either by post to the registered office or electronically to michelle.foster@wigan.gov.uk*
6. *If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.*
7. *If not passed by the requisite majority of members, this written resolution shall lapse after 28 days. (The first of those 28 days shall commence on the date of circulation of this resolution.).*
8. *Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked.*

CC03

Statement of compliance where amendment of articles restricted



Companies House

☒ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

☐ **What this form is NOT for**
You cannot use this form for
notifying a change of articles that
are not restricted.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details

Company number

9	3	0	6	3	6	0
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Company name in full **Quest (A Church of England Schools Trust)**

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Statement of compliance ¹

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority.

1 Please note:
This form must accompany the
document making or evidencing the
amendment.

3 Signature

I am signing this form on behalf of the company.

Signature

Signature

☒ *Crispin Pauling* ☒

2 Societas Europaea
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

This form may be signed by:
Director ², Secretary, Person authorised ³, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

3 Person authorised
Under either section 270 or 274 of
the Companies Act 2006.

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Susan Newell

Company name Lee Bolton Monier-Williams

Address 1 The Sanctuary

Westminster

Post town London

County/Region

Postcode S W I P 3 J T

Country

DX 145940 WESTMINSTER 4

Telephone 02079607171

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk