

**INSTRUCTIONS FOR ACADEMY TRUSTS TO PASS A WRITTEN RESOLUTION FOR**

1. **A CHANGE OF NAME; AND / OR**
2. **CHANGES TO THE ARTICLES OF ASSOCIATION**

This note sets out the procedure for passing a written resolution to:

1. change a Trust’s registered name; and
2. change the Articles of Association.

Please adapt the template documents to reflect the type of resolution your Trust is passing.

Changes to a Trust’s Articles of Association or the registered name must be passed by a resolution of the members (i.e. not the trustees / directors). The simplest way of achieving this is to prepare and circulate written resolutions for the members to sign. This removes the need for the members to call a general meeting. We suggest having one person at the Trust who co-ordinates the written resolution process so that it is clear who the members should return the documentation to. For the purposes of this note, we assume that this function will be carried out by a Company Secretary.

If you are unsure who your Trust’s members are, please ask your Winckworth Sherwood contact who will be happy to help you.

A **special resolution** of the members is required in order to change a company name and / or change the Articles of Association, which means that the written resolution must be signed and returned by at **least 75% of the members** in order to pass it.

It is acceptable for documents to be circulated to the members by email and for the members to scan electronic copies of the signed documents back to the Company Secretary.

**Step 1 – Member’s Requisition**

One of the members should be asked to sign and return to the Company Secretary the Member’s Requisition (page 4) which effectively proposes the resolution to change the Trust’s Articles or name to the other members. Any of the members can sign the requisition.

**Step 2 – Written resolution**

Once the requisition has been signed and returned to the Company Secretary, it should be circulated to all of the members (including the individual who signed the requisition) with a copy of the relevant written resolution and notes (and the new Articles if relevant).

A template written resolution with notes is set out on pages 5-6. The footnotes are for guidance only and must be deleted before the written resolutions are circulated.

The highlighted sections should be completed by the Company Secretary before the resolution is sent out to the members. Where possible, it is also advisable for the Company Secretary to prepare a separate written resolution document for each member and to type in each member’s name where indicated so that all the members have to do is sign and return the document to the Company Secretary.

The lapse date in the Notes section of the resolution must be 28 days from the date the resolution is circulated to the members. If 75% of the members do not sign and return the written resolutions within 28 days, the resolution will not take effect and you will need to start again.

**Step 3 – Notice of written resolution**

Once 75% or more of the members have signed and returned the written resolution, the Company Secretary or the Chair of Trustees should sign the Notice of Resolution (page 7).

**Step 4 – Forms NM01 and NE01 (for a change of name only)**

The following forms (which are available on the Companies House website) must be completed and signed by the company secretary or a director / trustee:

1. Forms NM01 – Notice of a change of name by resolution

(available here: <https://www.gov.uk/government/publications/change-a-company-name-nm01>);

**and**

1. Form NE01 - Exemption from the requirements to use the word “limited” following a change of name (available here: <https://www.gov.uk/government/publications/gain-exemption-from-requirement-as-to-use-of-limited-or-cyfyngedig-ne01>)

**Step 5 – Consent (if required)**

Some versions of the Articles of Association require the consent of the Secretary of State before the resolution to change the Articles will take effect. If this applies to your Trust, this restriction will usually be set out in Article 10. In order to obtain consent from the Secretary of State, please email:[academy.questions@education.gsi.gov.uk](mailto:academy.questions@education.gsi.gov.uk) or speak to your Winckworth Sherwood contact.

We have included wording in square brackets in the template written resolution on page 5 which means that they are conditional and will not take effect until consent has been obtained. If consent is not required, this wording can be removed.

If you are unsure if Secretary of State consent is needed in order to change your Trust’s Articles, please ask your Winckworth Sherwood contact.

If you have passed a resolution to change your Trust’s registered name, you should notify the ESFA using the above email address so that they can update their records. There is no legal requirement to update the Articles to reflect a change of name but some Trusts may wish to do so for stylistic reasons. Please speak to your Winckworth Sherwood contact if you would like to change your Trust’s Articles so that they refer to a new registered name.

Some faith Trusts may need to obtain consent from the Diocese / Bishop before any changes take effect. If this applies to your Trust, you should contact the relevant authority to obtain consent.

**Step 6 – File documents at Companies House**

Send the documents along with a covering letter to Companies House by post and retain copies on file. The documents **must be sent in hard copy** – this cannot be done using your online access. **This must be done within 15 days of the date that the resolution is passed**. A template covering letter is set out on page 8.

A fee of £10 is payable for a change of company name if the paper copy of form NM01 is being submitted, please make sure you send the correct fee otherwise the application will be returned. You may also have to submit a justification if the new name includes the word “Trust” and the previous did not. We can assist with this if needed.

If your Trust requires consent from the Secretary of State or a Diocese, you should wait until this consent has been obtained before you send the paperwork to Companies House.

Once the paperwork has been sent to Companies House, you can check the online register to see if your Trust’s records have been updated, which will probably take a few days. The register can be accessed via this link: <https://beta.companieshouse.gov.uk/>

If there is a delay in the register being updated or if you require an update on the progress of your submission, please contact Companies House on 0303 1234 500.

**TEMPLATE MEMBER’S REQUISITION**

**Company number [xxxxxxx]**

**MEMBER’S REQUISITION**

**FOR A WRITTEN RESOLUTION OF**

**[NAME] (“the Company”)**

Pursuant to Section 292 Companies Act 2006, I, **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,** being a Member of the Company holding not less than 5% of the voting rights of the Company’s membership, hereby require the Company to circulate the following resolution to be moved as a written resolution of the Company.

**SPECIAL RESOLUTION**

1. [That the registered name of the Company be changed to “**[NEW NAME]**” pursuant to Section 77 Companies Act 2006].
2. [That [subject to obtaining the consent of the Secretary of State [and the Diocese][[1]](#footnote-1)], the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
3. That within 15 days [of the date of the Members’ Resolution] [of the date consent is obtained] to [amend the Articles of Association for the Company] [change the name of the Company], the Directors of the Company file the relevant paperwork at Companies House.

|  |  |
| --- | --- |
| Signature: | ..................................................... |
| Print name:  Date: | .....................................................  ..................................................... |

**TEMPLATE WRITTEN RESOLUTION**

**Company number [ ]**

**WRITTEN RESOLUTIONS**

**of**

**[NAME OF COMPANY] (Company**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

1. [That the registered name of the Company be changed to “**[NEW NAME]**” pursuant to Section 77 Companies Act 2006].
2. [That [subject to obtaining the consent of the Secretary of State [and the Diocese][[2]](#footnote-2)], the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
3. That within 15 days [of the date of the Members’ Resolution] [of the date consent is obtained] to [amend the Articles of Association for the Company] [change the name of the Company], the Directors of the Company file the relevant paperwork at Companies House.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on [CIRCULATION DATE], hereby irrevocably agrees to the Resolution:

|  |  |
| --- | --- |
| Signed by [NAME OF MEMBER] | ..................................................... |
| Date | ..................................................... |

**NOTES**

1. If you agree to 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 a director of the Company or the Company’s secretary.

**Post**: returning the signed copy by post to [INSERT ADDRESS].

**E-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to [INSERT EMAIL ADDRESS]. Please enter "Written resolutions dated [ ]" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by [INSERT LAPSE DATE WHICH IS 28 CALENDAR DAYS AFTER THE CIRCULATION DATE], 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 before or during this date.

**TEMPLATE NOTICE OF SPECIAL RESOLUTION**

**COMPANY NUMBER XXXXX**

**NOTICE OF SPECIAL RESOLUTION**

**OF**

**[NAME] (“THE COMPANY”)**

The following special resolution was passed by the members of the Company as a written resolution pursuant to Section 292 Companies 2006 on ..........................................................

**SPECIAL RESOLUTION**

1. [That the registered name of the Company be changed to “**[NEW NAME]**” pursuant to Section 77 Companies Act 2006].
2. [That [subject to obtaining the consent of the Secretary of State [and the Diocese][[3]](#footnote-3)], the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association].
3. That within 15 days [of the date of the Members’ Resolution] [of the date consent is obtained] to [amend the Articles of Association for the Company] [change the name of the Company], the Directors of the Company file the relevant paperwork at Companies House.

|  |  |
| --- | --- |
| Signature: | .....................................................  **[CHAIR OF DIRECTORS / COMPANY SECRETARY]** |
| Print name:  Date: | .....................................................  ..................................................... |

**TEMPLATE LETTER TO COMPANIES HOUSE**

**THE LETTER AND DOCUMENTS MUST BE SENT IN HARD COPY**

Companies House   
Crown Way   
Cardiff  
CF14 3UZ

Dear Sirs

**[Trust Name] (Co. No. XXXXX) – Notice of Resolution to [Amend Company Articles] [Change of name]**

**Please find enclosed the following signed documents [to effect an amendment to the Articles of] [change the name of] the above company:**

* **Member’s Requisition for the Resolution;**
* **Copies of the Resolution signed by [insert number] members (thereby achieving the requisite majority for the Resolution to pass);**
* **Notice of the Resolution;**
* **[A copy of the updated Company Articles]**
* **[Forms NE01 and NM01 together with a cheque for £10]**
* **[Justification for the use of the word “Trust”]**

**We would be grateful if you could acknowledge safe receipt and advise us when this change has been registered at Companies House.**

**Please do not hesitate to contact me if you have any queries relating to this matter.**

Yours faithfully

1. Remove or amend wording as appropriate. [↑](#footnote-ref-1)
2. Remove or amend wording as appropriate. [↑](#footnote-ref-2)
3. Remove or amend wording as appropriate. [↑](#footnote-ref-3)