

**Record of Special Resolution**
**Positive Education Schools Association Ltd (the Company)**

ACN 168 259 096

|                            |                                      |
|----------------------------|--------------------------------------|
| <b>Regarding:</b>          | Adoption of New Company Constitution |
| <b>Date of Resolution:</b> |                                      |

**CIRCULATED AND CONSIDERED**

The following information and documents have been circulated and made available to the Members:

- **Information Memorandum** setting out key proposed changes to the Company's Constitution, circulated with the Notice of Extraordinary Meeting to be held on 9 March 2018; and
- **Proposed Constitution** showing all tracked changes to the Company's Constitution.

**AUTHORITY**

 The Members have the authority to adopt alterations to the Company's Constitution, by **special resolution**, under Article 15.5 of the Constitution dated 2013.

**RESOLUTION**

The following special resolution was passed:

**That:**

- **Positive Education Schools Association Ltd (the Company) adopt the attached Constitution as the Constitution of the Company (in substitution for the existing Constitution of the Company), with immediate effect.**
- **A copy of this Resolution be included in the minute book of the Company; and**
- **The Company Secretary be directed to notify the ACNC and any other relevant statutory body of this Resolution within the prescribed time period.**

We hereby confirm that the above Special Resolution was passed in accordance with the Company's Constitution:

 .....  
 Simon Murray  
 Chairman

 .....  
 Anne Johnstone  
 Vice-Chair

 .....  
 Date

 .....  
 Date