

Charity no. 1078203

Company no. 00073855



The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

THE BRONTE SOCIETY

(the "Company")

SPECIAL RESOLUTION

Passed on 5 September 2021

The following special resolutions were passed by the Members for the time being of the above named Company at the Annual General Meeting held at Hilton Leeds City on 5 September 2021 at 14:00.

"SPECIAL RESOLUTIONS"

SPECIAL RESOLUTION 1 – General amendments

IT IS RESOLVED THAT:

- a) the definition of "address" at article 3 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“**address**” means a postal address or, for the purpose of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;”

- b) the definition of "Member" at article 3 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“**Member**” means a company law member of the Society;”

- c) the definition of "the Trustee" at article 3 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“**the Trustee**” means a member of the Board of Trustees. The Trustees are charity trustees as defined by section 177 of the Charities Act 2011;”

- d) article 6.1.16 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“to subscribe to, merge with, become a member of, co-operate with or enter into any

partnership or joint venture arrangement with any other charitable organisation, institution, society or body not formed or established for purpose of profit, whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere, whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of article 7 and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Society or any such charitable organisation, institution, society or body;”

- e) article 9 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest including but not limited to any personal financial interest.”

- f) article 15.2 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall cause such registers as are kept under the provisions of Article 15.1 to be completed and made available for inspection in accordance with the provisions of the Companies Acts.”

- g) article 23.2 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“No one may be appointed a Trustee if they would be disqualified from acting under the provisions of article 27.”

- h) article 24.8 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall adopt such means as they deem sufficient to bring to the attention of the Members of the Society all such rules or bye laws which, so long as they shall be in force shall be binding on all Members;”

- i) article 24.11 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board may act despite any vacancy in the Board but if the number of Trustees is less than the minimum prescribed in these Articles they may only act as the Board to admit persons to Membership of the Society, fill vacancies in the Board or convene a general meeting.”

- j) article 27.1.10 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board may by resolution approved by at least 75% of the Trustees present and voting, remove any Trustee before the expiration of that Trustee’s period of office notwithstanding anything in the Articles or in any agreement between the Society and such Trustee provided that the Board shall notify forthwith the Trustee concerned, with not less than 30 days’ notice of the intention to propose such resolution. The Trustee shall have the right to be heard at the Board meeting at which the resolution is put and to make a written statement of reasonable length which, if received in time, must be circulated to all Trustees with the agenda of the meeting, and if not sent out, the Trustee may require it to be read to the meeting. The decision of the Board is final. If the Trustees pass a resolution in accordance with this article the Trustee shall be removed as a Trustee from the date of the resolution.”

- k) article 30.11 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes the chair shall have a second or casting vote.”

- l) article 33 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

1.1 “Subject to the provisions of Article 33.3, the Board may at any time appoint (and remove) such person as it shall, in its absolute discretion, think fit to hold the office of President, and may from time to time specify or vary the role, powers or duties of the President.

1.2 A Trustee may not also hold the office of President, and the President shall be entitled to attend but shall not be entitled to vote at meetings of the Board or any of its committees.

1.3 For so long as a President is in office, at each Annual General Meeting (if held) there shall be proposed, as an ordinary resolution, a motion that the President shall continue in office. If that resolution is passed the person appointed as President shall continue in office until the next Annual General Meeting. If that resolution is rejected the then President shall automatically cease to hold office of President with effect from the conclusion of the Annual General Meeting at which the resolution is rejected. If, for any reason, the motion is not put to the Annual General Meeting (or an Annual General Meeting is not held) the President then holding office shall continue in office until the next Annual General Meeting (or until such time as they are removed by the Board in accordance with article 33.1).”

- m) article 34 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

1.4 “Subject to the provisions of Article 34.2, the Board may, at any time, appoint (and remove) up to five persons as it shall, in its absolute discretion, think fit to hold office as Vice-Presidents and may from time to time specify or vary the titles, roles, powers and duties of any of the Vice-Presidents.

1.5 A Trustee may not also hold office as a Vice-President and the Vice President shall not be entitled to attend or vote at meetings of the Board or any of its committees.

- 1.6 At the first Annual General Meeting (if held) following the appointment of a person as a Vice-President there shall be proposed, as an ordinary resolution a motion that the person appointed as Vice-President shall continue in office. Until such time as an Annual General Meeting is held and/or if an Annual General Meeting is held and that resolution is passed at the Annual General Meeting the person shall continue in office as Vice-President until such time as they resign, are removed by the Board in accordance with article 34.1 or are removed pursuant to a resolution passed at a general meeting.”

SPECIAL RESOLUTION 2 – Arrangements for and at meetings

IT IS RESOLVED THAT

- a) the following wording is inserted at article 3 of the Charity’s current articles of association:
- “**“electronic means”** means a format in which all of the participants may communicate with all the other participants simultaneously (including but not limited to telephone calls with or without video conferencing facilities);”
- b) the definition of “resolution” at article 3 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:
- “**“resolution”** means subject to any alternative majority set out in these Articles or any other provisions for resolutions in writing, a resolution agreed by a simple majority of the Members or Trustees who vote (as applicable);”
- c) the definition of “special resolution” at article 3 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:
- “**“special resolution”** means subject to any alternative provisions for resolutions in writing, a resolution of which at least 14 clear days’ notice has been given and which is agreed by a 75% majority of the eligible Members who vote (in accordance with the Companies Act and these Articles) for it to be passed;”
- d) article 16.2 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:
- “The Board shall determine whether a general meeting (including any Annual General Meeting) shall be held in person, by electronic means or a combination of the two (a hybrid meeting).”
- e) article 17 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:
- 17.1 “All general meetings of the Society (including extraordinary general meetings and Annual General Meetings) shall be called by at least 14 clear days’ notice in writing.
- 17.2 The notice must specify the date time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, specify

arrangements for accessing the electronic meeting) and in case of special business specify the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Articles 19 and 20.

- 17.3 The notice must be given to all the Members and to the Trustees and auditors.
 - 17.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.”
- f) article 18 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:
- 18.1 “No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
 - 18.2 A quorum is 50 Members present in person, by proxy or by electronic means and entitled to vote upon the business to be conducted at the meeting.
 - 18.3 The authorised representative of a member organisation shall be counted in the quorum.
 - 18.4 If within half an hour from the time appointed for the meeting a quorum is not present:
 - 18.4.1 the meeting, if convened upon the requisition of Members, shall be dissolved;
 - 18.4.2 otherwise, the meeting must be adjourned to such other day and at such other time and place and/or electronic means as the Board may determine, in which case the Trustees must give at least seven clear days’ notice of the reconvened meeting stating the date, time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting); and
 - 18.4.3 if no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting, the Members present in person, by proxy or by electronic means at that time shall constitute the quorum for that meeting.
 - 18.5 The Chair of the Board shall preside as chair at every general meeting of the Society, or if the Chair shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Vice Chair (if any) of the Board shall chair the meeting. If the Vice Chair shall not be present within the said period of 15 minutes or shall be unwilling to act then the Trustees present shall choose one of the Trustees present to chair the meeting. If there is only one Trustee present and willing to act, such person shall chair the meeting. If no Trustee is present and willing to chair the meeting the Members present in person, by proxy or by electronic means and entitled to vote must choose one of their number to chair the meeting.

- 18.6 The Members present in person, by proxy or by electronic means at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.7 The person who is chairing the meeting must decide the date, time and place at which the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting) is to be reconvened unless those details are specified in the resolution.
- 18.8 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 18.9 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting (and/or in the case of a meeting to be held partly or fully by electronic means, the arrangements for accessing the electronic meeting)."
- g) article 21 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:
- 21.1 "Every Member entitled to attend and vote at any general meeting shall have one vote.
- 21.2 No Member shall be entitled to attend, or vote at any general meeting unless all moneys presently payable by that Member to the Society have been paid.
- 21.3 At any general meeting a resolution put to the vote at a meeting shall be decided by a show of hands (or the electronic equivalent) unless before, or on the declaration of the result of, the show of hands (or the electronic equivalent) a poll is demanded:
- 21.3.1 by the person chairing the meeting; or
- 21.3.2 by at least five Members present in person, by proxy or by electronic means and having the right to vote at the meeting; or
- 21.3.3 by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- 21.3.4 by the Trustees when specifying the notice of the meeting (when Trustees may also specify that votes can be cast at a general meeting instead of by poll).
- 21.4 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 21.5 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- 21.6 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 21.7 If the demand for a poll is withdrawn the demand shall not invalidate the

result of a show of hands (or the electronic equivalent at a meeting held by electronic means) declared before the demand was made.

21.8 On a show of hands (or the electronic equivalent at a meeting held by electronic means) votes may be given personally or by proxy.

21.9 On a poll votes may be given either personally, by proxy or electronically as the Chair directs in accordance with article 21.10.

21.10 Except as provided in Article 21.12 if a poll is duly demanded it shall be taken in such manner as the Chair directs (including electronically). The Chair may appoint scrutineers who need not be Members.

21.11 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

21.12 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

21.13 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs or if demanded under Article 21.3.4 in such a manner as will permit the results of the poll to be declared at the meeting.

21.14 The poll must be taken within thirty days after it has been demanded unless demanded pursuant to Article 21.3.4.

21.15 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken or the electronic format by which the poll is to be taken.

21.16 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

21.17 In the case of an equality of votes, whether on a show of hands or the electronic equivalent or on a poll, the Chair of the meeting at which the show of hands (or the electronic equivalent) takes place or at which the poll is demanded, shall not be entitled to a second or casting vote and such a resolution will not be passed.

21.18 If on any resolution any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not make ineffective the results of the voting unless it be pointed out at the same meeting (or immediately following the results of an electronic vote), and not in that case unless it shall, in the opinion of the Chair, be of sufficient magnitude to make ineffective the result of the voting.

21.19 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final."

h) article 40 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

"The Board shall from time to time cause to be prepared and circulated to the Members

such profit and loss accounts, balance sheets and reports of the Board as are provided for by any applicable law, including charity law. For the purposes of this article, “circulated” shall include by electronic form and/or displaying on a website accessible to the Members.”

SPECIAL RESOLUTION 3 - Membership

IT IS RESOLVED THAT:

- a) article 6.1.27 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:

“to admit to Membership such persons who support the Objects of the Society upon payment of subscriptions (if applicable);”

- b) article 11.2 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:

11.2 “Membership is open to any individual or organisation interested in promoting the Objects who:

11.2.1 applies to the Society in the form required by the Trustees;

11.2.2 agrees to uphold the values and ethos of the Society; and

11.2.3 pays any subscription (if any) required in accordance with article 12.6 from time to time.

11.2.4 is approved by the Trustees.”

- c) article 11.5 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:

“Unless otherwise determined by the Board, the subscription year shall be one calendar year from the day of joining the Society. A Member shall not be entitled to exercise any rights or privileges of Membership (or be entitled to any benefits attaching to their selected subscription class) unless and until the annual subscription (if applicable) in respect of the relevant year has been paid, which shall be due on the anniversary of the date of the person being admitted as a Member and joining their relevant subscription class.”

- d) article 12 of the Charity’s current articles of association be amended by deleting the current wording and inserting the following wording:

1.7 “All Members are company law members and belong to the same class of company law members.

1.8 The rights and obligations of company law membership shall be recorded in the register of Members. The register of Members shall be open to the inspection of any current member of the Society on request.

1.9 The Trustees may not directly or indirectly alter the rights or obligations attached to company law membership.

- 1.10 The Board may in its absolute discretion elect a Member as an Honorary Member or patron of the Society on such terms as it shall from time to time think fit and any such Member shall continue to be a Member and have all the rights and obligations of a Member in addition to those that it may have as an Honorary Member or patron and it may also cause the retirement of an Honorary Member or patron upon reasonable notice
 - 1.11 The Board may in its absolute discretion designate persons or bodies as Affiliates on such terms as it shall from time to time think fit, but such Affiliates shall not be Members.
 - 1.12 The Trustees may from time to time establish, alter and close subscriptions classes with different benefits and payments. Every Member must select a subscription class on joining or renewing their Membership. If a Member's Membership is terminated in accordance with article 13 or 14 then their membership of a relevant subscription class shall terminate at the same time."
- e) article 13 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:
- "Membership is terminated:
- 1.13 if the Member dies or, if it is an organisation, ceases to exist, or
 - 1.14 if the Member resigns by written notice to the Society;
 - 1.15 upon expulsion from Membership of the Society in accordance with Article 14:
 - 1.16 if any sum due from the Member to the Society is not paid in full within two calendar months of the due date or such other time as the Board may determine;
 - 1.17 in the event that the Member fails to comply with such requirements for Membership and/or membership of a subscription class as are imposed by the Board from time to time;
 - 1.18 upon Membership being otherwise terminated or lapsing in accordance with any rules or regulations for the time being of the Society."
- f) article 14 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

2. "Expulsion from Membership

- 2.1 A Member shall be removed as a Member of the Society (and as a member of their relevant subscription class) if 75% of the Trustees present and voting pass a resolution that it is in the best interests of the Society that the person's Membership (and membership of their relevant subscription class) is terminated. A resolution to remove the Member from Membership (and from membership of their relevant subscription class) may only be passed if:
 - 2.1.1 the Member has been given at least fourteen days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and

- 2.1.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been given the opportunity to make representations to the meeting.
- 2.2 If the Trustees pass a resolution in accordance with 14.1 above, the Member shall be removed as a Member of the Society (and as a member of their relevant subscription class) from the date of the resolution."
- g) article 24.5 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:
- "The Board may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing the benefits and conditions of different classes of subscription, and in particular, but without prejudice to the generality of the above, it may by such rules or bye laws regulate –
- 2.2.1 the admission of individuals and organisations to Membership of the Society;;
- 2.2.2 the conduct of Members of the Society in relation to one another, and to the Society's officers employees and volunteers;
- 2.2.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- 2.2.4 the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these Articles or the Companies Acts; and
- 2.2.5 generally all such matters as are commonly the subject matter of Society rules."

SPECIAL RESOLUTION 4 - Proxies

IT IS RESOLVED THAT:

- a) article 19 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:
- 19.1 "The instrument appointing a proxy shall be in writing (a proxy notice). A proxy must be a Member.
- 19.2 An instrument appointing a proxy shall be in the form required by the Board from time to time or set down in bye laws of the Society.
- 19.3 Unless a proxy notice indicates otherwise, it must be treated as:
- 19.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 19.3.2 conferring authority to demand or join in demanding a poll;

19.3.3 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.”

- b) article 20 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

20.1 “The proxy notice shall be deposited:

20.1.1 at the registered office of the Society or at such other place within the United Kingdom or electronic address as is specified for that purpose in the notice convening the meeting;

20.1.2 not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote to;

20.1.3 in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and

in default the instrument of proxy shall not be treated as valid.

20.2 A person who is entitled to attend, speak or vote (either on a show of hands, on a poll or by the electronic equivalent (as applicable)) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

20.3 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

20.4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

20.5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.”

SPECIAL RESOLUTION 5 - Trustees

IT IS RESOLVED THAT:

- a) article 23.4 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“Only a Member shall be entitled to be appointed or elected as a Trustee.”

- b) article 23.7 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“There shall be no more than 10 Trustees at any one time elected by the Members in accordance with article 26.”

- c) It is resolved that article 23.10 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall also have the power to co-opt up to six people, who need not be Members, to be advisors to the Board, but they shall not be Trustees or have the rights to vote at a meeting of the Board.”

- d) article 26 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

2.3 “Subject to Articles 23.7, 23.8 and 23.9 the election of Trustees by the Members shall be conducted by way of ballot (which may be electronic) in accordance with any bye-laws or rules of the Society in place from time to time.

2.4 Prior to any ballot:

2.4.1 the vacancies arising for elected Trustees must be openly advertised;

2.4.2 the Trustees shall establish a nominations committee (consisting of at least three Trustees) to consider the potential candidates and to make a recommendation to the Trustees as to the candidates to be included on the ballot; and

2.4.3 Members must be provided with details of the candidates on the ballot along with details of how to participate in the ballot.

2.5 If the number of candidates included on the ballot exceeds the number of vacancies on the Board at the date the ballot opens then those candidates who receive a greater number of votes of Members in favour of their election than against their election and who in number are equal to the number of vacancies at the date the ballot opens shall be appointed Trustees with effect from the date that the declaration of the result of the ballot is made.

2.6 If the number of candidates included on the ballot is equal to or fewer than the number of vacancies on the Board at the date the ballot opens then such candidates who receive a greater number of votes of Members in favour of their election than against their election shall be appointed Trustees with effect from the date that the declaration of the result of the ballot is made.

2.7 A retiring Trustee shall not be eligible for re-election, co-option or direct appointment if such Trustee has served more than nine consecutive years in office as Trustee without a period out of office of at least one year.”

SPECIAL RESOLUTION 6 – AGM and consequential amendments

IT IS RESOLVED THAT:

- a) article 16.1 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Society shall not be required to hold an Annual General Meeting in any year.”

- b) article 23.8 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall have power at any time, and from time to time, to appoint up to two persons, who must be Members, to be Trustees to fill casual vacancies among the elected Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles. Any Trustee so appointed shall hold office for a term of 12 months, and shall then be eligible for re-election by the Members in accordance with article 26.”

- c) article 23.9 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall have power at any time, to directly appoint up to two persons, who must be Members, to be Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles. Any Trustee so appointed shall hold office for a term of 12 months. A Trustee directly appointed by the Trustees under this Article may be re-appointed by the Trustees for a second term of 12 months, following which they shall be eligible for election in accordance with article 26.”

- d) article 25 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

25. “Terms of office of Trustees

25.1 A Trustee elected by the Members in accordance with article 26 shall be appointed for a term of three years.”

- e) that article 24.7 of the Charity's current articles of association be deleted and article 24.7 renumbered accordingly.
- f) article 29.13 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall appoint from among the Trustees a Chair and Vice Chair of their meetings and such other lead Trustee roles as they think fit. Nominations for the positions should be sent to the Secretary not later than 10 days before the relevant meeting or such other period as shall be agreed by the Board. In the case of multiple nominations for such posts, the Secretary must inform all Trustees of the nominations and enclose a ballot paper. Those unable to attend the relevant Board meeting may vote, using this ballot paper, and send it to the Company Secretary. These postal votes will be opened at the meeting and added to the votes of those attending. The Board may at any time revoke such appointment.”

- g) article 30.1 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“The Board shall determine the Committees required and allocate Trustees to those Committees.”

- h) article 30.10 of the Charity's current articles of association be amended by deleting the current wording and inserting the following wording:

“At the first meeting of a committee, each committee shall appoint a chair of its meetings; if no such chair is appointed, or if at any meeting the chair is not present

within 5 minutes after the time appointed for holding the meeting, the committee members present may appoint one of their number to chair the meeting. The committee shall review the appointment of the chair on an annual basis.””

A handwritten signature in black ink, appearing to be 'P Gurney', written in a cursive style.

.....
P Gurney (Chair)