

Company Number: 00735356

Charity number: 222681

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

WRITTEN RESOLUTION OF

THE SOCIETY OF ST DISMAS LIMITED (the "SOCIETY")

17 May 2021 ("Circulation Date")



CIRCULATION OF THE RESOLUTIONS

1. The resolutions below are circulated at the request of the sole member of the Society, Two Saints Limited, pursuant to Section 292 of the Companies Act 2006

BACKGROUND

2. The resolutions below are proposed to:
 - a. confirm the membership and directors of the Society ("**Membership Resolution**"); and
 - b. amend the articles of association to reduce the quorum requirement for the Council of Management of the Society from three eligible members to two eligible members ("**Articles Resolution**").

Membership Resolution

3. At a meeting of the Society's Council of Management held on 25 February 2011 (the "**Council Meeting**") Two Saints Limited, a registered society under the Co-operative and Community Benefit Societies Act 2014 with company number IP26511R ("**Two Saints**"), was admitted as a member of the Society. All other members of the Society resigned with effect from the conclusion of the Council Meeting, leaving Two Saints as the sole member of the Society. There has been no change in the Society's membership since the date of the Council Meeting.

4. Two Saints was appointed as a director of the Society on 30 November 2011, and Mr Steven John Benson was appointed as a director of the Society on 25 August 2017. Two Saints Limited and Steven John Benson are the current directors of the Society. The Society's filings at Companies house in respect of its directors are correct.
5. The Society wishes to update its register of members and directors to reflect the above, and to make the necessary filings at Companies House in respect of its members.

Articles Resolution

6. The articles of association of the Society provide at article 44 that the quorum of the Council of Management of the Society shall be three unless otherwise determined. There are currently only two members of the Council of Management and it is therefore required that the quorum be reduced to two in order to allow decision making by the members of the Council of Management.
7. Therefore, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Society hereby propose that the following resolutions be passed as special resolutions of the Society (the "**Resolutions**");

SPECIAL RESOLUTIONS

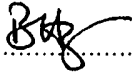
THAT:

1. Two Saints Limited is the sole member of the Society and has been since 25 February 2011, and the Companies House record shall be updated accordingly; and
2. Two Saints Limited was appointed a director of the Society on 30 November 2011 and Mr Steven John Benson was appointed as a director of the Society on 25 August 2017, and are the current and only directors of the Society;
3. That the Society's registers of Members and Directors shall be updated to reflect the lists of Members and Directors appended to this special resolution, with effect from the date of this special resolution; and
4. The quorum for the transaction of business by the Council of Management of the Society be reduced from three (as set out in Article 44 of the articles of association) to two with effect from the date of this resolution.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the circulation date stated above, hereby irrevocably agree to the Resolution:



.....
Bettina Harvey

Board Member

**Duly authorised representative of Two Saints
Limited**

20 May 2021

Dated

APPENDIX

CURRENT MEMBERS OF THE SOCIETY

| Name of Member | Correspondence Address | Date of Appointment |
|--------------------|--|---------------------|
| Two Saints Limited | 35 Waterside Gardens, Fareham, Hampshire, PO16 8SD | 25 February 2011 |

CURRENT DIRECTORS OF THE SOCIETY

| Name of Director | Correspondence Address | Date of Appointment |
|--------------------|--|---------------------|
| Two Saints Limited | 35 Waterside Gardens, Fareham, Hampshire, PO16 8SD | 30 November 2011 |
| Steven John Benson | 35 Waterside Gardens, Fareham, Hampshire, PO16 8SD | 25 August 2017 |

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Society.

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, prior to 28 days from the date of the Resolution, 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.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Society. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority with this resolution.