

Company Number: 2751549

THE COMPANIES ACTS 1985 -1989 and 2006  
Company limited by Guarantee and not having a share capital

HOSPICE UK  
(the "Company")

CERTIFICATE OF CHAIR  
**WRITTEN RESOLUTION**

I certify that the following **special resolution** was duly passed as a Written Resolution by the Members of the Company on 19<sup>th</sup> May 2021:

That the Articles of the Company shall be amended as follows :

Article 38 shall be amended so that it reads as follows:

38. Subject to the Act, the Charity shall hold an annual general meeting within 18 months of incorporation and afterward once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. The Trustees may in exceptional circumstances suspend an annual general meeting in a given year if holding the annual general meeting would present significant safety or other risk to the Members, and/or the Charity, and/or the wider public. In exercising this power of suspension the Trustees must provide for the business of the annual general meeting to be dealt with in other ways as appropriate to the circumstances.

and

There shall be added Article 38A:

38A. The annual general meeting and any other general meeting of Members may be held either in person or by suitable electronic means as determined by the Trustees (which shall include a combination of attendance in person and by electronic means) provided all participants may communicate simultaneously with all other participants."

and

Article 65 shall be amended so that it is replaced by and reads as follows:

65.1 Provided it has been sent to every Member eligible to vote, a resolution in writing agreed by:

65.1.1 Members representing a simple majority; or

65.1.2 (in the case of a special resolution) Members representing not less than 75%;

of the total voting rights of eligible Members shall be effective.

65.2 On a resolution in writing each Member shall have one vote.

65.3 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

65.4 A resolution in writing must be signed on the Member's behalf by a duly authorised representative and that person's name and position with regard to the Member must be made clear on the document (which includes any electronic communication) signifying agreement to the resolution.

65.5 A resolution in writing may be dealt with by electronic communication provided that communication is to and from (as the case may be) the address specified in Articles 81 & 82.

65.6 A resolution in writing shall be made on the date on which the last Member who shall give the required majority signs, or in the case of electronic communication the date on which the communication of the last Member who shall give the required majority signifying agreement is received by the Charity.

65.7 In requesting a response for the purposes of passing a resolution in writing a deadline which is reasonable in all the circumstances for receipt of such response may be set but failure by any Member to make a response within that deadline shall not signify that Member's approval.

and

There shall be added Article 84A (to include the heading as shown):

**Other communications**

84A. Anything sent or supplied by or to the Charity under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

Signed .....

  
Paul Warwick Jennings  
Director and CHAIR

Date ..... 24/11/21 .....