

SPECIAL RESOLUTIONS

The United Kingdom Committee for UNICEF

Company no. 3663181

Charity no 1072612

At the Annual General Meeting of the Company held on the fourth day of July 2007 the following changes to the Articles of Association of the Company were passed as Special Resolutions.

THAT the Articles of Association of the Company be amended by:

- (1) deleting the existing definition of "Act" contained in Article 1 2 and substituting it with the following

"The Companies Acts 1985 and 1989 as amended including any statutory modification or re-enactment thereof from time to time"

- (2) inserting three new definitions in Article 1.2 as follows

"Annual Meeting	A general meeting of the members of the Charity which the Board may choose to call in accordance with Article 7 by giving the notice required by law which shall deal with the election of Trustees and such other business as the Board shall specify
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Companies Act 2006	The Companies Act 2006 including any statutory modification or re-enactment thereof from time to time
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Trustees	The directors of the Charity"
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- (3) amending the first sentence of Article 7 1 so that it reads as follows:

"Each year, the Charity must, unless the procedure in Article 7 2 has been followed, hold an annual general meeting in addition to any other general meeting in that year "



- (4) inserting a new Article 7.2 as follows:

"To the extent that the Companies Act 2006 is in force and no longer requires the Charity to hold an annual general meeting the Board may decide, by a 75% majority of those present and voting on the resolution, that an annual general meeting shall not be held but an Annual Meeting shall be held instead. The Board may at any time reverse this decision by a 75% majority of those present and voting on the resolution. In addition any reference in these Articles to an act taking place at or in reference to an annual general meeting, other than the requirement for the Charity to send to its members the documents set out in Article 52, shall be construed as "annual general meeting or Annual Meeting" "

- (5) deleting the second sentence of Article 11 1
- (6) deleting the word "Trustees" in the heading to Article 26 and substituting it with the words "the Board"
- (7) amending the first sentence of Article 51 1 so that it reads as follows:

"To the extent required by law or deemed expedient by the Board of Trustees, the Board of Trustees shall, for each accounting reference period, put before a general meeting of the Charity: . "

- (8) amending the first sentence of Article 52.1 so that it reads as follows

"To the extent required by law certain documents shall be sent to members of the Charity at least 21 Clear Days before the date of the annual general meeting "

- (9) deleting the existing Article 54 1 and substituting it with the following:

"54 1 The Charity may give notice to any member either:

- (i) personally, or
- (ii) by delivering it or sending it by ordinary post to the member's registered address (if the member is a company), or

(111) if the member has provided the Charity with a fax number, by sending it by fax to that member This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement, or

(1v) if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement.

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with Article 54 1 (1), (111) or (1v).

54.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice If sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent.

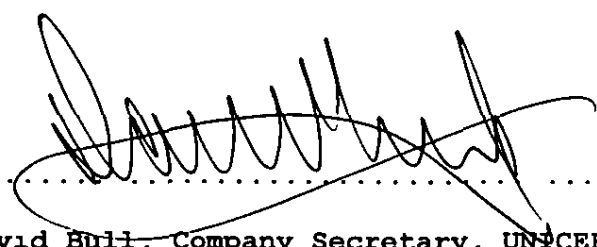
54 3 If sent by post in accordance with Article 54 1(ii), the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

54 4 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

54.5 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing him that the documents

forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 54 1 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question."

Signed


David Bull, Company Secretary, UNICEF UK

Date

31/07/07