

THE COMPANIES ACT 2006

AGE UK CROYDON

A Company Limited by Guarantee

Company No. 03921436

SPECIAL RESOLUTION

This special resolution seeks the agreement of the Age UK Croydon Trustees to confirm their agreement to seeking permission from the Charity Commission to adopt changes to the current Articles of Association.

AUKC is proposing making the changes to bring its articles more closely in line with the Age UK model articles, which we understand have been agreed with the Charity Commission as an 'approved governing document'

It is proposed that by seeking Charity Commission agreement we will be making the changes to bring the trustee benefit and/or dissolution provisions (as applicable) in line with the Age UK model articles, which we understand is an 'approved governing document'. The changes are not substantial but ensure that the wording is simpler to understand and in line with standard provisions, including those adopted by other Age UK brand partners.

Trustees therefore are asked to confirm agreement to:

- amend the Age UK model wording in the dissolution clause slightly (if applicable), to refer to decisions being made in consultation with Age UK rather than requiring express approval, as this reflects the AUKC's current dissolution provisions.
seek Charity Commission consent to adopt the model wording of the dissolution provisions (article 20 in the draft articles)
- Article 8 of the existing articles also states that Charity Commission consent is needed for any change to article 4 (objects), article 5 (powers) and article 11 (dissolution). It appears that the reference to article 5 is an error and it should refer to articles 6 and/or 9 (relating to application of income and trustee benefits) but for the avoidance of doubt it is simpler to request consent for the changes to article 5, and for the deletion of article 8.
- Charity Trustees shall hold office for an initial term of three years and may be reappointed for up to two further terms of three years and two years each.
- seek Charity Commission consent to adopt the model wording for the trustee benefit provisions (article 9 in the draft articles).

Both the trustee benefit and dissolution provisions in the model articles are substantially similar to AUKC's current articles although the wording is clearer and easier to understand. However, there are subtle differences so it appears that amending these clauses to adopt the model wording will constitute 'regulated alterations', which require Charity Commission consent under s.198 Charities Act 2011.

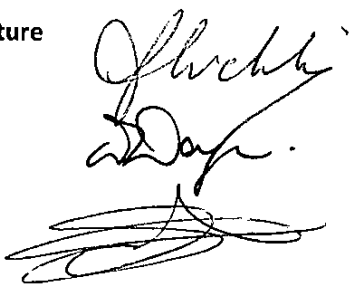
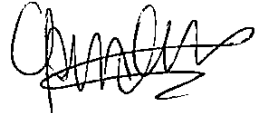
- request consent for a minor change to the objects clause to refer to 'charity trustees' rather than 'trustees. This is just to ensure consistency with the rest of the proposed articles.
- to retain the wording of AUKC's existing objects, except for this minor amendment, rather than adopting the Age UK model wording. This is because the objects were previously amended to enable the charity to support a wider beneficiary class and participate in a consortium of health and community groups in the local area, whilst still maintaining a clear focus on older people. It is therefore appropriate to retain the existing objects (except the minor amendment mentioned above).
- minor changes to some of the proposed wording to ensure consistency e.g., changing references to "his" to "his or her", where these were not included previously.

Trustee Agreement

Trustees are required to confirm in writing they have received a) current Articles b) proposed Articles, that as detailed above the proposed changes be submitted to the Charity Commission seeking consent for Age UK Croydon to adopt the 'new' proposed Articles.

Agreement

As a Trustee of Age UK Croydon, I confirm my agreement to seek permission of the Charity Commission to adopt changes to our current Articles of Association.

Name: SAMANTHA NICKLIN DEE DAVISON OUMADUTH SAURBA	Signature 	Date 7 th March 23 7 th March 23 7/3/23
Qamar Khan K. Nurcuse Brenda Scanlan	 K. Nurcuse B. Scala.	7 th March 23 7 March 07.03.23
Tunian Mubarek.	IMRAN MAWNAW.	7 th March