

HOGARTH CHARITABLE TRUST COMPANY LIMITED

SPECIAL RESOLUTION PASSED AT A GENERAL MEETING OF THE COMPANY

HELD AT: 65a Barrowgate Road, London W4 4QS

ON: 14 December 2021 at 15.45 pm

At a General Meeting of the Company duly convened and held IT WAS RESOLVED that the Memorandum of Association of the Company to the extent that it is treated as part of the Articles of Association by virtue of section 28 (1) of the Companies Act 2006 and the Articles of Association of the Company (together “the Articles”) be amended as follows:

Memorandum of Association

1 Clause 4

In sub-clause (d) add to the end “and manage the Company’s website”.

In sub-clause (e) add “grants” after “subscriptions”.

In sub-clause (j) add “license or” before “let”.

2 Clause 4 and Clause 6

Delete all references to “Management Committee” and substitute references to “Board of Trustees”.

Articles of Association

1 Article 1

1.1 Delete the definition of “The Act” and substitute the following:

‘Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

1.2 Substitute all reference to “The Act” in the Articles with references to the “Companies Acts”.

1.3 Delete the definition “The Management Committee” and substitute the following:

“the Board of Trustees” means all those persons for the time being appointed to perform the duties of directors of the Company;

1.4 Substitute all references to the “Management Committee” in the Articles with references to the Board of Trustees.

1.5 Insert the following definition:

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006;

1.6 Add the following to the end of Article 1:

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity. Apart from the exception mentioned in

the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 Article 2

Delete reference to Article 25, and substitute reference to Article 2A.

3 Insert Article 2A as follows:

2A (1) The subscribers to the memorandum are the first members of the charity.

(2) Membership is open to other individuals or organisations who:

(a) apply to the charity in the form required by the directors; and

(b) are approved by the directors.

(3) (a) The directors are not obliged to admit any person as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

(4) Membership is not transferable.

(5) The directors must keep a register of names and addresses of the members.

4 Article 7

In sub-paragraph (a) delete "Secretary" and substitute "the Board of Trustees".

Delete sub-paragraph (c) and substitute "not used".

5 Articles 8 and 9

Delete and substitute:

8. Not used.

9. Not used.

6 Article 10

Delete and substitute "Not used".

7 Article 11

Delete "Extraordinary" where it appears twice.

Delete "as provided by section 368 of the Act".

8 Article 14

After "in writing" and "by post" insert "or in electronic form".

After 'auditors' in line 2 insert "if any".

9 Article 15

After 'auditors' in line 4 insert "if any".

Add to the end: "If an electronic meeting will take place, provide sufficient information to allow members to access the meeting."

10 Article 19

Delete and substitute: "Votes may be cast in person or by proxy".

11 Add a new Article 19A as follows:

19A (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as -

(a) 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

(b) 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.

12 Article 20

Add to the end of the first sentence: "in person or by proxy".

Add a new sentence: "If an electronic meeting is held or members are given the option to access a meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the Chair speak and have the ability to vote on any resolutions at the meeting."

13 Article 25

Delete the second sentence and substitute the following:

“The number of members of the Board of Trustees shall never be less than three.”

14 Article 26

Delete and substitute “Not used”.

15 Article 27

Delete and substitute:

“All members of the Board of Trustees are the Directors and Trustees of this Charitable Company.”

16 Article 36

Add the following to the end: “The directors shall appoint a director to chair their meetings and meetings of the members and may at any time revoke such appointment. The person appointed to chair meetings of the directors and the members shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.”

17 Article 39

In line 1, delete “Secretary” and substitute “the Chair”; and delete “Committee members” and substitute “directors”.

18 Article 40

Add to the end: “‘Present in person’ includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.”

19 Article 42

In sub-paragraphs b) and c) delete “Sub-Committee” and substitute “Committee”.

20 Article 44

Delete all references to “Sub-Committees” and substitute references to “Committees”.

21 Articles 48-50

Delete and substitute:

48. Not used.

49. Not used.

50. Not used.

22 Article 51

In the first sentence, delete “by the Secretary or”.

23 Article 53

Delete “section 222 of the Act” and substitute “the Companies Acts”.

24 Article 54

Delete “sections 226 and 241 of the Act” and substitute “the Companies Acts”.

25 Article 57

Delete “Sections 237 and 384 of the Act” and substitute “the Companies Acts”.

26 Article 59

Delete “the Act” and substitute “the Companies Acts” and delete “or auditor”.

27 Means of communication to be used

Insert the following Articles:

61 (1) Subject to the articles, anything sent or supplied by or to the charity under the 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.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

62 Any notice to be given to or by any person pursuant to the articles:

(1) must be in writing; or

(2) must be given in electronic form.

28 Rules

Insert the following as Article 63:

63 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of

the charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

29 Electronic meetings

Insert the following as Article 64:

64.1 A General Meeting of the Company may be called either as a physical meeting, an electronic meeting or a combination of the two (a hybrid meeting).

64.2 Where electronic access to a General Meeting is permitted:

64.2.1 the access must be via suitable electronic means agreed by the Trustees;

64.2.2 members accessing the meeting electronically must be able to hear the Chair speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum.

64.3 All resolutions put to the members at electronic general meetings and hybrid general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the charity trustees in their sole discretion deem appropriate for the purposes of the meeting.

64.4 If a member, due to technological failings, is unable to attend a General Meeting electronically or is only able to attend part of the General Meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the General Meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Trustees shall determine the new date for the meeting.

64.5 The Trustees may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid General Meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Trustees are able to authorise any voting application, system or facility for electronic meetings as they see fit.

64.6 The Trustees may take reasonable measures, and make rules, relating to the holding of electronic meetings from time to time. Such measures and rules may include provisions relating to etiquette and communication in meetings, voting in meetings and how to proceed in the event of technical difficulties.