

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

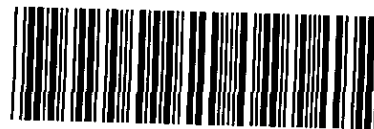
**RESOLUTIONS**

- of -

**THE RATIONALIST ASSOCIATION**

**Passed 23<sup>rd</sup> May 2011**

THURSDAY



A26 \*A84LW2AQ\* 02/05/2019 #85  
COMPANIES HOUSE

At an Annual General Meeting of the above Company duly convened and held at The Art Workers Guild, Queens Square, London WC1 on the 23<sup>rd</sup> May 2011 the following Resolution was passed as a Special Resolution.

**RESOLUTION**

**THAT** the Articles of Association of the Company be amended as follows:

**(a)**

*By the deletion of paragraph 24 the Articles of Association and insertion of the following:*

**"24. No Director shall serve for longer than a total of 6 years consecutively (subject to the transitional arrangement set out below).**

**At each annual general meeting one third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office, save that if there is only one Director he or she must not retire.**

**The 6 year maximum period of tenure begins for any retiring Director at the date on which he or she first retires following the adoption of these revised Articles (this is known as the transitional arrangement)."**

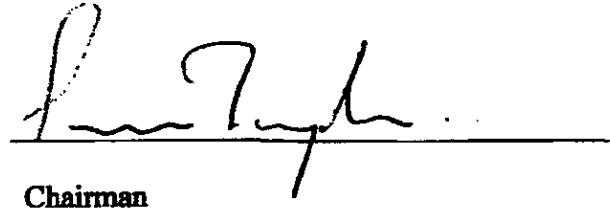
*By the deletion of sub paragraph 26 (4) of the Articles of Association and replacement with the following paragraph:*

"(4) In default of other candidates, a retiring Director shall, if offering him/herself for re-appointment, be deemed to have been re-appointed, unless at the relevant meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-appointment of such a Director shall have been put to the meeting and lost.

A retiring director who has served for 6 years (subject to the transitional arrangement set out in para 24) may not offer him/herself for reappointment within 2 years."

- (b) As a result of changes made by the Companies Act 2006, if the Articles of Association are amended by the passing of the resolution set out above, the following resolution is proposed:-

The Articles of Association be amended to incorporate the provisions currently set out in paragraphs 3, 4, 5, 6, 7 and 8 of the Memorandum of Association.

A handwritten signature in black ink, appearing to read 'L. T. Hughes', is written over a horizontal line.

Chairman