

**THE COMPANIES ACT 2006  
WRITTEN RESOLUTION  
A ROCHA UK  
COMPANY NUMBER 4210929  
CHANGE OF ARTICLES OF ASSOCIATION**

In accordance with the Companies Act 2006 which is incorporated in the company's articles of association the following resolution was approved unanimously by all the members of the company who at the date of this resolution were entitled to attend and vote at general meetings of the company, agreeing that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held.

DATED: 31<sup>st</sup> July 2022

SIGNED:



Nicholas A.W. Baker  
Director

That the Articles of Association of the company be modified as follows:

1. To amend article 1 to add the following words-  
*'document' includes, unless otherwise specified, any document sent or supplied in electronic form;*  
  
*'electronic form' has the meaning given in section 1168 of the Companies Act 2006;*  
  
*'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all participants.*
2. To insert a new article 2(3)  
*Any person appointed as a trustee under the procedures set out below who is not a member shall be admitted a member of the charity.*
3. To amend article 32 (1) to state  
*he is recommended by a selection panel made up of two or more trustees; or*

- 4 To amend article 48 to state  
*(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:*  
*(a) a copy of the proposed resolution has been sent to every eligible member;*  
  
*(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and*  
  
*(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.*  
  
*(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.*  
  
*(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.*
5. To add a new article 50 an altering the subsequent numbering accordingly  
*A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.*
6. To amend article 52 to read  
*The trustees shall keep minutes:*  
  
*(1) of all appointments of officers made by the trustees; and*  
  
*(2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.*
8. To replace the current articles 56-58 ("Notices") with the following articles and to renumber subsequent articles accordingly  
*57 (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.*

58 *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.*

59 *(1) The charity may give any notice to a member either:*

*(a) personally; or*

*(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or*

*(c) by leaving it at the address of the member; or*

*(d) by giving it in electronic form to the member's address.*

*(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.*

*(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.*

60 *A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.*

61 *(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.*

*(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.*

*(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:*

*(a) 48 hours after the envelope containing it was posted; or*

*(b) in the case of an electronic form of communication, 48 hours after it was sent*