

**Company No.** 06519565  
**Company Name** The Railway Mission

On the 29<sup>th</sup> April 2021 the following special resolution was agreed and passed by the members.

- a) the Objects Article to read "The Charity is established to propagate the Christian Gospel and preserve and protect mental and physical health primarily amongst railway and transport staff and also members of the public affected by railway operations, by all appropriate means."
- b) the Dissolution Article to read "If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects of the Charity and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object. Nothing in this Memorandum and Articles of Association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005."

**Background:** The Companies Act 2006 allows a company to amend its articles by special resolution. To do so by written resolution Railway Mission, a company that is a charity, circulated to its members on 1<sup>st</sup> April 2021 a paper with some proposed changes, (see above), to the Railway Mission's articles, giving them 28 days to respond indicating their approval, or not, to the proposed changes. Within the 28 days allowed, so by 29<sup>th</sup> April 2021, nine of the Railway Mission's ten members indicated their agreement to the proposed changes. One member did not express an opinion on the matter. So over 75% of the membership responded and there was a 75% majority in favour of the proposed changes. Therefore, the resolution is passed.

As Company Secretary I, Christopher Jeffrey Jonathan Smith, confirm that the text above accurately sets out how the Railway Mission members approved by a written special resolution the changes to the Railway Mission Articles set out above.

*Jonathan Smith* 26/5/2021

Attached: Revised Memorandum and Articles (2 sided print)

