

# SEPARATOR SHEET

## COMPANIES HOUSE BARCODE

MONDAY



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13/09/2021

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COMPANIES HOUSE

**THE STRAWBERRY HILL COLLECTION TRUST  
INCORPORATED REGISTERED CHARITY  
COMPANY LIMITED BY GUARANTEE**

The following special resolutions were passed by the members of the Company as a written resolution pursuant to Section 292 of the Companies Act 2006 on the 7th September 2021

**SPECIAL RESOLUTIONS**

1. The members of the Strawberry Hill Collection Trust (SHCT) have agreed that the following articles of the Articles of Association are changed (see italics and bold ) or new articles added so as to read as follows:-

**28. The Make-up of the Board**

28.1 The first Board consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Charity is formed or appointed by them. They hold office for one year. After that, the Board consists of:-

- (a) Not fewer than three and no more than fourteen persons elected or appointed by the members of the Charity;
- (b) ***Persons appointed as trustees shall serve for a period of no more than nine years from their first election by the board as set out in clause 29.1.***

**Retirement of members of the Board**

- 29.1 At the first Board meeting in every calendar year one third of the elected Trustees for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office. For the avoidance of doubt, co-opted Trustees and any Trustee who is being elected for the first time shall not count towards the calculation of one third.
- 29.2 The Trustees to retire in every year shall be those who have been longest in office since their last election., but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 29.3 A retiring Trustee shall be eligible for re-election by the members of the board.
- 29.4 ***If a trustee has served for more than nine years, their reappointment is subject to a particularly rigorous review and will take into account the need for progressive refreshing of the board.***

**29.5 If a trustee who has served for more than nine years, is reappointment this will be reported in the Annual Report section of the Trustees' next Annual Report and Accounts**

2. The members of the Strawberry Hill Collection Trust HCT have agreed that

a) In order to avoid an adverse impact on board effectiveness the members delegate Board to agree Phased Terms of Office Arrangements to ensure an orderly changeover of trustees over a period of time, without too many trustees leaving simultaneously..

b) In order to ensure board effectiveness and prevent 5 of the 7 trustees with more than nine years service immediately ceasing to be trustees they will continue to hold office until the date determined by the Phased Terms of Office Arrangements.

**Filing Of The Special Resolution And Amended Articles of Constitution**

On behalf of the members the Company Secretary undertook to file a certified copy of the Special Resolution and a copy of the amended Constitution with Companies House and the Charity Commission within 15 days of the passing of the Special Resolutions.

Roger Hackett

**Company Secretary SHCT**

**7th September 2021**

**I hereby certify this to be a true copy of a the special written resolution passed by the members of the Strawberry Hill Collection Trust on the 7th September 2021.**

Signed .....



Roger Hackett - Company Secretary

Date .....

