

RED BALLOON LEARNER CENTRE READING (the "Company")

Special Resolution 1 - Amendment of the Company's Articles of Association:

THAT the Articles of Association of the Company be amended as set out below:

Interpretation

2 In the Articles:

Replace:

"Electronic Form" has the meaning given to them in Section 1168 of the Act.

With:

"Electronic Form and Electronic Means" - in respect of meetings or the presence of a person, means presence or attendance via any form of electronic communication including virtual conferencing and other communication through remote or internet-based technologies and, in respect of documents, have the meanings respectively given to them in Section 1168 of the Act.

Procedures at General Meetings

Replace:

- 14 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is:
- (a) Four members present in person, or by proxy and to vote upon the business to be conducted at the meeting, or
 - (b) one tenth of the total membership at the time
- whichever is the greatest.
- 15 (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 16 (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

- 17 (1) The members present in person, or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person, or by proxy and having the right to vote at the meeting, or
 - (c) by a member or members present in person, or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

With:

- 14 (1) No business shall be transacted at any general meeting unless a quorum is present in person or by Electronic Means.
- (2) A quorum is:
- (a) Four members present in person, by Electronic Means, or by proxy and to vote upon the business to be conducted at the meeting, or
 - (b) one tenth of the total membership at the time
whichever is the greatest.
- 15 (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person, by Electronic Means, or by proxy at that time shall constitute the quorum for that meeting.
- 16 (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person, by Electronic Means, or by proxy and entitled to vote must choose one of their number to chair the meeting
- 17 (1) The members present in person, by Electronic Means, or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person, by Electronic Means, or by proxy and having the right to vote at the meeting, or
 - (c) by a member or members present in person, by Electronic Means, or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

Proceedings of directors

Instate the optional Article:

- 38 (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

Means of communication to be used

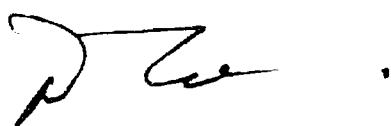
Replace:

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

With:

- 54 A member present in person or by Electronic Means at any meeting of the charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

Signed for and on behalf of Red Balloon Learner Centre Reading



Alasdair Pearson
Chair of Trustees
11 August 2022