

BEFRIENDERS WORLDWIDE ("the Company")

MEMBERS' WRITTEN SPECIAL RESOLUTION

Pursuant to the Company's Articles of Association and Chapter 2 of Part 13 of the Companies Act 2006, the Company proposes that the following resolution be passed as a written special resolution

WRITTEN SPECIAL RESOLUTION

That the Company's Articles of Association be amended as follows -

- 1 **THAT** Article 19 4 be deleted and replaced with
"19 4 When appointing Trustees the Board must ensure that -
19 4 1 a minimum of two Trustees are or have been actively involved as volunteers in one or more of the centres that belong to the network run by the Charity, and
19 4 2 no Trustee is less than 18 years of age ",
- 2 **THAT in** Article 25 4 "the Regional Co-ordinator" be deleted and replaced with "any Regional Co-ordinator",
- 3 **THAT** the reference in Article 25 5 to "Article 25 3" is changed to "Article 25 4",
- 4 **THAT** Article 25 8 be deleted and replaced with
"The Board may appoint one of the Regional Co-ordinators to be an Observer under Article 29 This appointment will be for 1 year and he may be reappointed for a second year The Regional Co-ordinator so appointed will have the right to attend Board Meetings (unless he is excluded in accordance with Articles 29 3 or 29 4) and will have the right to take part in discussions He will not have the right to vote ",
- 5 **THAT** Article 27 1 be deleted and replaced with
"27 1 The Charity must have a Chair, may have a Vice-Chair and must have a Treasurer The Chair, the Vice-Chair, if any, and the Treasurer are to be elected by the Board from amongst the Trustees They are each to hold office for a term determined by the Board being no more than 2 years The Chair, the Vice-Chair, if any, and the Treasurer may be re-elected by the Board but may only hold the same position for a maximum period of four years in total If any Trustee who is Chair, Vice-Chair or Treasurer ceases to be a Trustee their term of office as Chair, Vice-Chair or Treasurer, as the case maybe, will automatically terminate ",



and

6 **THAT** Article 31.1 be deleted and replaced with

"31.1 Unless the Board decides otherwise the Charity must have a Secretary. The Secretary is to be elected by the Board from amongst the Trustees for a term determined by the Board being a maximum of two years. The Secretary may be re-elected by the Board but may only hold the position for a maximum period of 4 years in total. If any Trustee who is the Secretary ceases to be a Trustee he will automatically cease to be the Secretary."

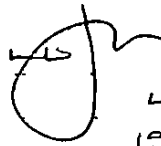
Please read the notes below before signifying your agreement to the Special Resolution

The undersigned, a person entitled to vote on the Special Resolution issued on 27th August 2013 hereby irrevocably agrees to the Special Resolution

Signed by

Print name of Member

Date


LEN JONES
13/09/2013

NOTES

1 If you agree with the Special Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- (1) By post returning the signed copy by post to ,
Mr Peter Barker, 19 Washington Avenue Brooklyn Wellington New Zealand 6021
- (2) By e-mail by attaching a scanned copy of the signed and dated document to an e-mail and sending it to pbarker@iconz.co.nz Please enter "Proposed Members' Written Special Resolution dated 27th August 2013 in the e-mail subject box

If you do not agree to the Special Resolution you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Special Resolution you may not revoke your agreement

3 Unless, by 24th September 2013 sufficient agreement has been received for the Special Resolution to be passed, it will lapse If you agree to the Special Resolution please ensure that your agreement reaches us by this date

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document