

# THE COMPANIES ACT 2006

## AGROECOLOGY LAND INITIATIVE LIMITED

### SPECIAL RESOLUTION

To alter clauses in the articles of association

#### Part A

Company name **Agroecology Land Initiative Limited**

Company number **9456728**

SATURDAY



\*A4BG1ZJC\*

A21

11/07/2015

#62

COMPANIES HOUSE

At a general meeting of the above company, duly convened and held at  
Werndolau Farm  
Golden Grove  
Carmarthenshire  
SA32 9NE

On the following date. **06/07/15**

The following two resolutions listed in Part B were passed as special resolutions

#### Part B

#### RESOLUTION

That.

- (1) The following clauses in the articles of association shall be amended as follows

| Clause | Previous  | Amended to  |
|--------|---|---|
| 1      | <p>"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force</p> <p>"The Company" means the above-named company</p> <p>"Secretary" means any person appointed to perform the duties of the Secretary of the Company</p> <p>"The Board [of Directors]" means all those persons for the time being appointed to perform the duties of directors of the Company</p> <p>"The Seal" means the common seal of the Company</p> <p>"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form</p> <p>Words importing the singular number shall include the plural and vice versa unless a</p> | <p>"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages,</p> <p>"Articles" means the Co-operative's articles of association,</p> <p>"The Board of Directors" or "Board" means all those persons appointed to perform the duties of directors of the Company,</p> <p>"Companies Acts" or "the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company,</p> <p>"The Co-operative" means the above-named company,</p> <p>"Co-operative Principles" are the principles defined in the International Co-operative Alliance Statement of Co-operative Identity The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, co-operation among co-operatives and concern for the community,</p> <p>"Co-operative Values" refers to the values of self help, self responsibility, democracy, equality, equity and</p> |

|        |  |   |
|--------|--|---|
|        | <p>contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act</p> <p>Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act</p> | <p>solidarity and the Co-operative Principles,</p> <p>"Director" means a director of the Co-operative and includes any person occupying the position of Director, by whatever name called,</p> <p>"Document" includes, unless otherwise stated, any document sent or supplied in electronic form,</p> <p>"Electronic means" has the meaning given in section 1168 of the Companies Act 2006,</p> <p>"Employee" means anyone over the age of 16 holding a contract of employment with the Co-operative to perform at least eight hours of work per week for the Co-operative,</p> <p>"Entrenched" has the meaning given by section 22 of the Companies Act 2006 and as detailed under the heading 'resolutions' in these Articles,</p> <p>"Member" has the meaning given in section 112 of the Companies Act 2006 and as detailed under 'Membership' in these Articles,</p> <p>"Regulations" has the meaning as detailed under 'Regulations' in these Articles,</p> <p>"Secretary" means any person appointed to perform the duties of the Secretary of the Co-operative,</p> <p>"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise</p> |
| 4 (c)  | "of knowledge of the public"   | "of public knowledge"   |
| 4 (d)  | "economic systems that regenerate capital assets"  | "an economic system that regenerates the resources on which that economic system depends"   |
| 12     | Covenant   | Membership Agreement  |
| 50     | ", but the total number of Directors shall not exceed any maximum number fixed in accordance with these Articles"  | - Removed -   |
| 92 (c) | "tythes"   | "service charges"   |
| 92 (e) | ", and to the Company's servants"  | - Removed -   |
| 94     | "charity"  | "an organisation with common ownership"   |
| 94     | "the Memorandum or the"  | these   |

(2) The following clauses in the article of association shall be removed:

|    |   |
|----|---|
| 13 | The Company may establish other classes of membership including affiliates and supporters but these will not be Full Members of the Company and will have no voting rights The conditions of any classes of membership (non-voting members) will be in the Bye-laws laid down by the Board of Directors from time to time |
| 19 | A non-voting member of the Company shall be entitled to receive rights and benefits according to the Bye-laws laid down by the Board of Directors from time to time   |
| 22 | A non-voting member shall cease to be a non-voting member of the Company according to the Bye-laws laid down by the Board of Directors from time to time  |

|        |  |
|--------|--|
| 21 (c) | moves out of property owned by the Company or terminates their rental agreement or sells their lease, or |
|--------|--|

- (3) The following clauses have been added to the articles of association (please note that the clause number reflects the addition after the removal of the clauses stated in (2)):

|    |   |
|----|---|
| 2  | Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Co-operative Schedule 1 of the Companies (Model Articles) Regulations 2008 shall apply to the Co-operative, save where amended or replaced by these Articles In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail |
| 5  | The purpose of the Company is to carry out its function as a co-operative and to abide by the internationally recognised co-operative values and Co-operative Principles as defined by the International Co-operative Alliance This article is Entrenched in accordance with section 22 of the Act, any alteration to this article requires the approval of 100% of the Members   |
| 13 | Membership is voluntary and open to all persons able to use the services of the Company and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.  |
| 20 | In accordance with the Co-operative Principle of education, training and information, the Company shall provide potential Members with information about what the role of a Member is within the Company and will provide training in the skills required to be a Member and to participate in the operation of the Co-operative  |
| 21 | The Company shall provide ongoing education and training in co-operative values and Co-operative Principles and associated topics The Company shall support its Members by ensuring that general meetings are accessible and encourage participation  |

- (4) All references to "the Company" in clauses 2 to 96 shall be changed to "the Co-operative" in accordance with clause 1.

- (5) The articles of association shall be altered so as to take the form of the Articles of Association attached to this resolution are in substitution for, and to the exclusion of, any Articles of Association of the Company previously registered with the Registrar of Companies.

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Chairman

06/07/15  
.....  
Date