

Companies Act 2006

SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company Number: SC349127

Company Name: Mellow Parenting Ltd

On the 4th Day of May 2021 the following written resolutions were agreed and passed by the members:

1. Clause 14

From:

The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company

To:

The charity shall hold a meeting of members attending in person or virtually in each calendar year, to be called an 'annual general meeting' or 'AGM'

2. Clause 18

From:

The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (so long as it is in force) or section 518 of the 2006 Act).

To:

The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (so long as it is in force) or section 518 of the 2006 Act). This meeting may be held in person or virtually.

3. Clause 19

From:

At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

To:

At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting, whether the meeting is held in person or virtually.

4. Clause 21

From:

A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

To:

A notice calling a meeting shall specify the time, place or virtual link of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

5. Clause 27

From:

No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be [] individuals entitled to vote (each being a member or a proxy for a member).

To:

No business shall be transacted at a meeting unless a quorum is present. The quorum shall be 5 persons present *and* entitled to vote upon the business of the meeting. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

6. Clause 74

The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

To:

The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually. The minutes shall be signed by the chairperson of the meeting.

Signed:



Rosemary A S Mackenzie
Chief Executive Officer
05.08.2021