

**Company Number: 03819888**

**Charity Number: 1077106**

**Written Special Resolution of the sole member**

**of**

**The Anna Freud Centre ("the Charity")**

**Circulation Date: 12<sup>th</sup> September 2022**

The sole member of the Charity, being Michael Samuel MBE undersigned, hereby RESOLVES, as a special resolution, that the Articles of Association of the charity be amended as follows:

- (1) Replace Article 9.3 (including sub-Articles 9.3.1 to 9.3.3) with "The trustees of the Charity from time to time shall be its only members. All new and continuing trustees shall be treated as having agreed to become a member of the Charity".
- (2) Replace Article 9.4 with "Other than the Charity's initial subscribers, a Trustee shall become a member of the Charity on the date they are entered into the charity's register of members, which may be no earlier than the date on which they become a Trustee"
- (3) Replace Article 9.5.3 with "ceases to be a Trustee of the Charity"
- (4) Remove the word 'clear' from the last line of Article 9.6.
- (5) Re-number Article 9.6 as Article 9.5.3
- (6) Amend Article 10.1 so that it refers to 'at least 14 clear days notice' instead of 'at least clear 21 days written notice'.
- (7) Amend Article 10.2 so it reads "There is a quorum at a general meeting if the number of members present or present by proxy is at least three or ten percent of the members if greater"
- (8) Replace Article 10.6 with "Members may also make decisions by written resolution in accordance with the Act".
- (9) Replace Article 10.7 with "a general meeting may be called in accordance with the Act".
- (10) Delete Articles 10.8 to 10.10.
- (11) Delete Article 11.4
- (12) Re-number Article 11.5 as 11.4 and replace the wording with "Trustees shall be appointed for a term of four years by decision of the Trustees, but shall be eligible for reappointment by decision of the Trustees."
- (13) Re-number Article 11.6 as Article 11.5.
- (14) Replace the wording of the newly numbered Article 11.5.3 so it reads "ceases to be a member of the Charity"

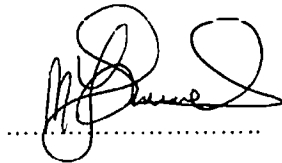
- (15) Delete Article 11.7
- (16) Re-number Article 11.8 as 11.6.
- (17) Capitalise 'electronic means' wherever used in the Articles.
- (18) Amend Article 12.5 so it reads "Every issue may be determined either by: (a) a simple majority of the votes cast at a meeting or (b) a simple majority of the total number of Trustees of the charity indicating to each other by any means (including without limitation by Electronic Means, such as by email or telephone), that they share a common view on a matter. In the case of (b), such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise agreed in writing. A decision made in accordance with Article 12.5(b) shall be as valid and effectual as if it had been passed at a meeting duly convened and held and the date of such a decision shall be the date on which the last response constituting a simple majority of votes in favour of the decision is received. The Trustees must cause a minute of any decisions under this Article 12 to be made."
- (19) Amend Article 13.1 so it reads "to appoint and remove an individual or organisation to act as Secretary of the Charity in accordance with the Act"
- (20) Amend Article 13.8 so it reads "to exercise any powers of the Charity which are not reserved to the members" t
- (21) Delete Article 15.2 and renumber Article 15.3 and Article 15.4 and Article 15.5 accordingly
- (22) At Article 16:
- a. Delete "AGM" and its definition
  - b. Delete "EGM" and its definition
  - c. Replace the definition of "clear days" with "in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and day for which it is given or on which it is to take effect"
  - d. Add a new definition of "Electronic Means" and "Electronic Form" reading "have the meanings given to them at Section 1168 of the Act and a reference to Electronic Means shall include Electronic Form for the purposes of that section of the Act"
  - e. Amend the definition of "Writing" so it reads "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".

## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above resolutions.

The undersigned, being the sole member of the Charity entitled to vote on the resolutions above hereby irrevocably agrees to the resolutions.

Signed:

A handwritten signature in black ink, appearing to read 'Michael Samuel', is written over a dotted line.

Name: Michael Samuel

Date: 12<sup>th</sup> September 2022

## NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to Emma McFarlane, Operations Officer, Anna Freud Centre
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. This resolution will lapse if is not passed by the end of the period of 28 days beginning with the Circulation Date.