

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- OF -

ASYLUM WELCOME

Company no. 04361627

(the "Company")

Special resolutions of the Members passed at the Company's Annual General Meeting on 13 September 2021

Special Resolution 2

Changing Asylum Welcome's constitutional documents

1. Asylum Welcome has two constitutional documents under which the organisation is governed. These are the Memorandum of Association (MoA) and the Articles of Association (AoA).
2. While we changed our Objects, set out in our MoA, last year to be explicit about our ability to work with vulnerable migrants, it is almost 20 years since we systematically updated the full wording of our MoA and AoA. The Companies Act 2006 introduced a range of changes to requirements and possibilities. It is now the norm that there is one governing document rather than two.
3. Solicitors acting on our behalf have therefore merged our MoA and AoA into one document and updated them, addressing anomalies and wherever possible, tidying and simplifying them while doing so.
4. We have made one deliberate change, which is to introduce renewable, three-year terms for Trustees, with a maximum total period of service of nine years, instead of having the current requirement that the longest serving Trustees stand down at each AGM.
5. This does not change the requirement that Members elect new Trustees ahead of each term, or, if the Board co-opts a Trustee, (it can co-opt up to 3 Trustees), Members elect any co-opted Trustee at the first AGM following any new Trustee being co-opted by the board.
6. Apart from the section related to Trustee terms, the only noteworthy changes are: (1) to restate the "powers" of the organisation, always acting in furtherance of the approved Objects, in line with current practice, being more specific on areas that might previously have been assumed or implied, and: (2) to be clear that current staff cannot be Members, as staff would then be responsible for electing their own board.
7. A clean draft of the new combined document, now simply called the Articles of Association, is attached. If approved it will replace both current documents, with the original Memorandum of Association becoming a historic document that records the names of the original Members.

Members are invited to approve the adoption of the new Articles

Tony Samuel, Co-chair of Trustees
Passed at our AGM on 13/9/2021

Resolution 2 – Special Resolution

- **Members are invited to approve the adoption of the new Articles of Association as enclosed in the papers for this meeting**
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- Proposed by: Thomas Espley
- Seconded by: Val Johnson

Long Samuel. Co-chair of Trustees
Passed at our AGM on 13/9/2021