

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

Company name: St Andrew's Healthcare
Company Number: 5176998
Charity Number: 1104951

FRIDAY



A07 *A8GTK737* 25/10/2019 #85
COMPANIES HOUSE

At a general meeting of the above Company, duly convened and held at St Andrew's Healthcare, Billing Road, Northampton, NN15DG on 6 September, 2019, the following resolutions were passed as special resolutions:

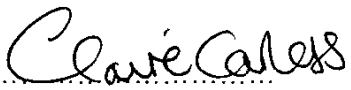
RESOLUTION

That:

(1) The following clauses in the Articles of Association shall be amended as follows:

- | | |
|------------------|---|
| 4.14.6 : | Removal of the requirement to notify the Trustees promptly on receipt of all payments to any financial adviser appointed by the Charity |
| 10.5 and 10.8 | Amending the provisions to give the Trustees flexibility to offer Honorary Governor positions when Members resign or don't attend meetings for 2 years. |
| 11.6 and 11.11.5 | Amending the provisions relating to the appointment of the Chair of Governors |
| 11.11.8 | Removal of the requirement for the AGM to give thanks to those with honorary titles, the members and the Trustees |
| 13.4 | Removing references to the Vice Chairman. |
| 15.2 | To include a provision giving the Board the power to appoint a Senior Independent Director (SID). |
| 19.1 | Removal of the definition of chairman of Members, Vice Chairman and vice chairman of Members. |
| 19.1 | Addition of a definition of Clinical Non Executive Director |
| 19.1 | Addition of a definition of Senior Independent Director |
| Throughout | Changing the language to use a more gender neutral approach |

- (2) The Articles of Association shall be altered so as to take the form of the Articles of Association attached to this resolution 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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Company Secretary

23.10.19.....
Date