

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To convert from a private limited company to a community interest company

Part A

Enter details of existing private limited company

Company name: BBF BIOCHAR . Limited

Company number: SC447026

Company type: Company limited by shares

At a general meeting of the above company, duly convened and held at:
85 Pentland Park, Loanhead, Midlothian, EH20 9PB

On the following date: 29th APRIL 2013

The following three resolutions listed in Part B were passed as special resolutions:

Part B

Enter details of proposed community interest company

RESOLUTION

That the following shall be added to the articles of association:

- (1) The company name shall be changed to:
BBF BIOCHAR C.I.C
- (2) The company shall be a community interest company.
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a community interest company. 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.

.....
Chairman

29/4/2013
.....
Date



NOTES

(1) On the formalities required when an existing company becomes a CIC, see generally section 37 of the Companies (Audit, Investigations and Community Enterprise Act) 2004 and Chapters 4.2, 5.1 and 5.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk).

(2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.

(3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.

(4) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or notice of change of name by resolution, as appropriate. However, there are certain exceptions to this:

(i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland; and

(iii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.

(5) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles as a result of section 32 and the Regulations, the resolution will simply substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).