

Company number 00061274

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

**STROKE ASSOCIATION**

(the **Company**)

14 September 2018



Under Chapter 2 of Part 13 of the Companies Act 2006, the Trustees/company directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

THAT with effect from the date of this resolution the articles of association of the Company be amended by:

1. deleting article 24 and replacing it with the following new article 24: "*No business shall be transacted at any General Meeting unless a quorum is present when the meeting of the Association proceeds to business. Subject to the Act and save as herein otherwise provided six Members, present in person or by proxy, shall be a quorum*"
2. deleting article 53 and replacing it with the following new article 53: "*The business of the Association shall be managed by the Council. Until otherwise resolved by the Association in General Meeting and subject to the Act, the Council shall consist of not less than ten nor more than thirty elected members and at least one member of the Council shall be a natural person. A member of the Council must be aged sixteen years or older, but there shall be no maximum age limit on any member of the Council. No one may be appointed to the Council if he would be disqualified from acting under the provisions of Regulation 75 of these Articles. The Council Chairman shall be an ex-officio member of the Council during such time as he holds such office and shall not be liable to retirement by rotation in accordance with the provisions hereinafter contained*".
3. deleting article 55 and replacing it with the following new article 55: "*No person shall serve as a member of the Council for more than nine Years unless at the expiry of such period he is an Office Holder, or the term of office is extended in exceptional circumstances by a resolution of Council to avoid a temporary loss of experience and expertise. No such extension shall be for a period of more than 18 months.*"
4. deleting article 64 (a) (1) and replacing it with the following new article 64 (a) (1): "*a finance and general purposes committee (the "Finance and General Purposes*

*Committee”) and to appoint and remove any person so appointed and to delegate to such Finance and General Purposes Committee such duties and responsibilities as the Council may from time to time determine; and”*

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on 14 September 2018, hereby irrevocably agrees to the Resolution:

Signed by

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[NAME OF INDIVIDUAL]:

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[SIGNATURE]

Date: -----

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## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Emily Haverson, Stroke Association, Edward Rudolf House, Margery Street, London WC1X 0JL.
- **Post:** returning the signed copy by post to Emily Haverson, Stroke Association, Edward Rudolf House, Margery Street, London WC1X 0JL.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [emily.haverson@stroke.org.uk](mailto:emily.haverson@stroke.org.uk). Please type "Written resolutions dated 14 September 2018" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by 11 October 2018, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.