

Company number 551817

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN AND SPECIAL RESOLUTION

of

EUROPEAN MOVEMENT OF THE UNITED KINGDOM LTD
(Company)

4 April 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (Resolution).

SPECIAL RESOLUTION

IT IS RESOLVED THAT the Articles of Association of the Company be altered as follows

- i. Each time it occurs, delete "European Movement (British Council) Limited" and replace with "European Movement of the United Kingdom Ltd".
- ii. In the table of definitions in Clause 1, in the column "Words", delete "The Directors", and in the column "Meanings", delete "The Directors for the time being of the Association."
- iii. Delete Clause 5 and replace with:

"5. The Company may in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it

The Annual General meeting shall be held at such time and place as the Directors shall appoint."
- iv. Delete Clause 27 and replace with:

"27. (1) The number of Directors shall be not less than two.

(2) The Directors shall be appointed by the Members of the Company from amongst their number. Such appointment shall take place by ordinary resolution in a General Meeting or as a written resolution of the Company.



- (3) A Director shall continue to hold office until he resigns or is otherwise disqualified in accordance with Clause 32."

v Insert new Clause 27A after Clause 27.

"CHAIRING OF DIRECTORS' MEETINGS"

- 27A. (1) The directors may appoint one of their number to chair their meetings.
- (2) The person so appointed for the time being is known as the Chairman
- (3) The directors may terminate the Chairman's appointment at any time.
- (4) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it."

IT IS FURTHER RESOLVED THAT the directors in office on 4 April 2015 shall be deemed to have been elected in accordance with Clause 27 of the Articles of Association, as amended by the preceding resolution.

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 4 April 2015, hereby irrevocably agrees to the Resolution.

Signed by [NAME OF INDIVIDUAL]

Date

NOTES

1. If you agree with the Resolution, 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 The Secretary, European Movement, Box P0032, The Long Lodge, 265 - 269 Kingston Road, Wimbledon, London, SW19 3NW.

You may not return the Resolution to the Company by any other method.

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 2 May 2015, sufficient agreement has been 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.