

SAMARITANS

Company registered number 757372

COMPANIES ACT 2006 – SPECIAL RESOLUTION

On 8 March 2014, the following special resolution was agreed and passed by the members

That the Articles of Association of the Company be amended as follows

18 CHAIR

- 18 1 *The Council, shall receive from the Nominations Committee all candidates that meet the criteria previously set by Council for this role Council shall then by a simple majority vote, or otherwise as it resolves, elect (in accordance with the procedures set out in the Council Rules) the Chair, who shall be a Samaritan The Chair shall take office on the 1st ~~October~~ January immediately following election or, in the event of a vacancy, on such earlier date as Council shall determine The Chair shall chair Council meetings, general meetings of the Company and meetings of the Trustee Board*
- 18 2 *The term of office for the Chair shall cease on the 30th ~~September~~ day immediately prior to the third anniversary of taking office unless extended (by up to six additional months) by a majority vote of Council No one person may be elected for more than two terms, consecutive or otherwise The Chair may also be removed by Council at any time by a simple majority vote*
- 18 3 *On taking office as Chair, such person if*
- (a) *not already a Trustee and not having previously served as a Trustee, shall become a Trustee for the duration of the period he or she remains Chair, or*
 - (b) *already a Trustee, or has previously served as a Trustee, shall continue to be or shall become a Trustee again for the duration of the period he or she remains Chair, but such person shall be deemed to automatically resign as Chair on the 30th ~~September~~ 31st December which follows or falls on the end of his or her eighth year in aggregate as a Trustee if he or she is still in office as Chair at that date*

Signed


Company Secretary

THURSDAY



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13/03/2014

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COMPANIES HOUSE