

SAMARITANS

SPECIAL RESOLUTION

of

SAMARITANS (the "Company")

PRIVATE COMPANY LIMITED BY GUARANTEE

THURSDAY



ABCL605T

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15/09/2022

#11

COMPANIES HOUSE

Under Chapter 3 of Part 13 of the Companies Act 2006, the trustees/directors of the Company proposed that the following resolutions are passed as special resolutions (the "Resolutions").

RESOLUTION 1 (Updating the definition of 'internal' and 'external' trustees)

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

(a) By amending the definition of "External Trustee" in Article 1.1, so that it reads:

"External Trustee" means a Trustee who is not a member of a Branch and does not volunteer for the Samaritans Organisation in any other capacity;

AND

(b) By amending the definition of "Internal Trustee" in Article 1.1, so that it reads

"Internal Trustee" means a Trustee who is a member of a Branch and/or volunteers for the Samaritans Organisation in another capacity;

RESOLUTION 2 (Updating trustee term requirements)

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

(a) By amending cross referencing in Article 13.2.1 so that it reads:

The Nominations Committee shall, in accordance with Article 15.6, appoint such additional Internal Trustees as required; or

AND

(b) By removing the contents of Article 15 and replacing them with the following text:

15. APPOINTMENT AND RETIREMENT OF TRUSTEES

15.1 All appointments and/or reappointments of Trustees (other than the Chair) shall be made by the Nominations Committee in accordance with the procedures set out in such rules of the Nominations Committee as may be adopted from time to time.

15.2 Subject to Article 15.5, Trustees (other than the Chair) shall be appointed by the Nominations Committee to serve for a three-year term and may also be reappointed by the Nominations Committee to serve a second three-year term.

15.3 Subject to Article 15.4, a person who has served as a Trustee for two terms in accordance with Article 15.2 may only be reappointed for a further term (or terms) if a minimum of twenty-four months has elapsed since they last ceased holding office as a Trustee. Where such time has elapsed, a person may be appointed as a Trustee for up to two further three-year terms in accordance with Article 15.2. Any such reappointment shall be subject to rigorous review and take into account the need for progressive refreshing of the board.

15.4 In exceptional circumstances and where a majority of the other Trustees agree that it would be in the best interests of the Company, a person who has served as a Trustee for two terms under Article 15.2 or under Article 15.3, may continue to serve as a Trustee for an additional period of up to twenty-four months, without completing the break in office specified in Article 15.3.

15.5 No person may be appointed or reappointed as a Trustee:

15.5.1 Unless he or she has attained the age of 18 years;

15.5.2 If he or she is disqualified under the Charities Act 2011 from acting as a charity trustee; or

15.5.3 If he or she has already been removed as a director of the Company pursuant to section 168 of the Act or by a resolution of the Company.

15.6 Subject always to Article 15.5, the Nominations Committee may at any time appoint a person who is willing to be a Trustee to fill a vacancy provided that the appointment does not cause the number of Trustees to exceed or fall below any number or proportion fixed by these Articles.

AND

(c) By amending cross referencing in Article 16.2 so that it reads:

If as a result of the removal of a Trustee any requirements in these Articles regarding the number of Trustees and the composition of the Trustee Board are breached, then the Nominations Committee shall forthwith appoint a new Trustee or Trustees in accordance with these Articles pursuant to Article 15.6.

RESOLUTION 3 (Removal of the definition of Chair of Regional Directors from the Articles of Association)

That the Articles of Association of the Company be amended by removing the definition of "Chair of Regional Directors" in Article 1.1 in its entirety.

CONFIRMATION

Under Chapter 1 of Part 13 of the Companies Act 2006, the above resolutions were passed as special resolutions at the Annual General Meeting on 13 November 2021.

Signed by.....

Graeme Danton

3/7/2022

Graeme Danton Date (Company Secretary)