

Company number 00887094

WRITTEN SPECIAL RESOLUTIONS

Of

RNIB Enterprises Limited (Company)

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

SPECIAL RESOLUTION

1. That the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
2. That within 15 days of the date of the Members' Special Written Resolution to amend the Articles of Association for the Company, the Directors of the Company file the relevant paperwork at Companies House.

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 circulated on 1 September 2023 hereby irrevocably agrees to the Resolution:

Signed by Anna Tylor, duly authorised representative acting for and on behalf of The Royal National Institute of Blind People



Date

30 September 2023

NOTES

1. If you agree to 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 methods:

By Hand: delivering the signed copy to a director of the Company or the Company Secretary.

Post: returning the signed copy by post to RNIB, The Grimaldi Building, 154a Pentonville Road, London N1 9JE

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Jessica.holifield@rnib.org.uk

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 30 September 2023, 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.

The Companies Act 2006

Company Limited by Shares

Articles of Association

of

RNIB Enterprises Limited

Company Number: 00887094

The Companies Act 2006

Company Limited by Shares

Articles of Association

of

RNIB Enterprises Limited

Interpretation

1. In these Articles:

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| 1.1 | “address” | includes any number or address used for the purpose of sending or receiving documents by electronic means; |
| 1.2 | “Articles” | means the company’s articles of association; |
| 1.3 | “Authorised Representative of the Charity” | means any person authorised by the Charity to act as such in accordance with Article 7; |
| 1.4 | “Charities Act 2011” | means the Charities Act 2011 or any statutory modification or re-enactment thereof; |
| 1.5 | “Charity” | means The Royal National Institute of Blind People, having Royal Charter Company Number RC000500; and registered charity number 226227. |
| 1.6 | “Companies Acts” | has the meaning given to it in s.2 of the Companies Act 2006; |
| 1.7 | “electronic means” | has the meaning given to it in the Companies Act 2006; and |

1.8 “Secretary” means the secretary of the company, if any.

1.9 Unless the context otherwise requires, references to “writing” and “written” should be interpreted (without limitation) as allowing for the transmission of information in electronic form.

1.10 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.

1.11 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles.

Sole Member

2. The sole member of the company shall be the Charity.

Objects

3. The object of the company is to carry on business as a general commercial company for the benefit of the Charity as its sole member.

Powers

4. To further its objects the company may do all such lawful things as may further the company’s objects and in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

Shares

5. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are otherwise prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.

6. No share shall be transferred except with the prior written consent of the Charity which may in its absolute discretion and without giving any

reason withhold such consent. If such consent is withheld, the directors of the company shall not exercise any power of the company to register such transfer. In accordance with s.567(1) of the Companies Act 2006, s.561 and s.562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in s.560(1) of that Act) made by the company.

Authorised Representatives

7. The person as is from time to time authorised by the Charity shall be the duly Authorised Representative of the Charity. For the avoidance of doubt, there may be more than one Authorised Representative of the Charity at any one time.

Member's decision-making

8. Decisions of the Charity as sole member of the company can be made by:

8.1 the Charity passing a written resolution in its capacity as sole member of the company in accordance with the provisions of the Companies Act 2006 (for the avoidance of doubt any Authorised Representative of the Charity may signify agreement to the resolution);

8.2 the Charity in its capacity as sole member of the company passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006; or

8.3 an Authorised Representative of the Charity, who shall notify the company of the decision.

9. Where required by the Companies Acts, such decisions shall be notified to the Registrar of Companies.

10. Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Appointment and removal of directors

11. The directors shall be appointed and may be removed by service on the director and on the Secretary (or, if there is no Secretary, on the company) of a written notice given by the Charity. There shall be no maximum number of directors and the minimum shall be three.

12. Directors will serve until the board meeting following the third anniversary of their appointment;

12.1 At that meeting they will be eligible for re-appointment for a second consecutive term of office if such reappointment is approved by the Charity giving written notice. Exceptionally, a director may be appointed for a third consecutive term of office; and

12.2 Once these time periods have elapsed, the director concerned must take a break from office of at least twelve months before being re-appointed.

13. If the retirement of a director under Article 12 causes the number of directors to fall below the number of directors specified in Article 11 then the retiring director shall remain in office until a new appointment is made.

14. For the avoidance of doubt, a trustee or employee of the Charity may serve as a director of the company (subject to Article 16).

15. A director ceases to hold office if:

15.1 they are removed by the Charity in accordance with Article 11;

15.2 they cease to be a director by virtue of any provision of the Companies Acts or they become prohibited by law from being a director;

15.3 they become bankrupt or make any arrangement or composition with their creditors generally;

15.4 the directors reasonably believe that the director has become physically or mentally incapable of managing their own affairs and they resolve that they are removed from office;

15.5 they notify the company in writing that they are resigning from office, and any period of time specified in such notice has passed; or

15.6 for more than six consecutive months they are absent without permission of the directors from meetings of directors held during that period and the directors resolve that they be removed for this reason.

Powers of directors

16. Unless the Articles provide otherwise, the directors are responsible for managing the company's business. When doing so, they may exercise all the powers of the company.

17. The Charity in its capacity as sole member of the company may pass a special resolution requiring the directors to take (or refrain from taking) specified action: but this does not invalidate anything which the directors did before the resolution was passed.

Delegation of directors' powers

18. Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

18.1 to such person or committee;

18.2 by such means (including by power of attorney);

18.3 to such an extent;

18.4 in relation to such matters or territories; and

18.5 on such terms and conditions,

as they think fit. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated. The directors may revoke any delegation in whole or part or alter its terms and conditions.

19. When delegating to a committee, the directors must confirm:

19.1 the composition of that committee (which need not include directors), and the directors may permit the committee to co-opt its own additional members, up to a specified number;

19.2 how the committee will report regularly to the directors; and

19.3 any other regulations relating to the functioning of the committee.

Subject to any such regulations, committees must follow procedures which are based on the provisions of the Articles which govern the taking of decisions by directors (insofar as they are relevant).

Remuneration of directors

20. The directors shall be entitled to such remuneration as the company may determine:

20.1 for their services to the company as directors; and

20.2 for any other service which they undertake for the company,

provided that any remuneration of a director who is also a trustee of the Charity must be permitted under the Charity's constitution or the Charities Act 2011.

Directors' expenses

21. The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at directors' meetings, committee meetings or general meetings, or otherwise in connection with the discharge of their duties.

Directors' appointments

22. Subject to the provisions of the Companies Acts a director:

22.1 may be a director or other officer of, or employed by any body corporate promoted by the company or in which the company is otherwise

interested provided that no director who is also a trustee of the Charity shall be remunerated or receive other benefits in respect of such employment or office unless permitted under the Charity's constitution or the Charities Act 2011; and

22.2 shall not, by reason of their office, be accountable to the company for any benefit which they derive from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedures in these Articles have been followed.

Proceedings of directors

23. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. A notice calling a meeting of the directors need not be in writing. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

24. The quorum for the transaction of the business of the directors may be fixed by the Charity as sole member and unless so fixed at any other number shall be three. For a quorum to be present, at least one of the directors present must also be a Trustee of the Charity.

25. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting or requesting that the Charity appoint further directors.

26. The Charity may appoint one of the directors to be the chair of the board of directors and may at any time remove them from that office. Unless the director so appointed is unwilling to do so, they shall preside at every meeting of directors at which they are present. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the

meeting, the directors present may appoint one of their number to be chair of the meeting.

27. All acts done by a meeting of directors, or of a committee, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

28. Directors' meetings need not take place in any one physical place. Directors participate in (and form part of the quorum in relation to) a directors' meeting, or part of a directors' meeting, when they can contemporaneously communicate with each other by any means.

29. The directors may take a decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they have come to a majority view on a matter.

Directors' conflicts of interest procedure

30. There is no need to declare any interest or duty of which the other directors are, or ought reasonably to be, already aware. Otherwise, a director must declare the nature and extent of:

30.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the company; and

30.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the company or their duties to the company.

31. Subject to Articles 32 and 33 below, a director shall not take part in decision making if they have an interest in the matter to be decided which conflicts or may conflict with the interests of the company.

32. Where a director is a trustee of the Charity or employed by the Charity:

32.1 any conflict of interest arising from their role within the Charity is authorised by these Articles; and

32.2 they are entitled to take part in decision making, vote and be counted in the quorum unless they have a personal financial interest in the matter to be decided.

33. The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which, provided the interest is not a personal financial interest, the director shall be entitled to vote and be counted in the quorum.

34. For the avoidance of doubt, Articles 32 and 33 do not authorise a director who is also a trustee of the Charity to receive any benefit unless that benefit is permitted under the Charity's constitution or the Charities Act 2011.

Secretary

35. A Secretary may be appointed and removed in the following manner:

35.1 A Secretary may be appointed by the Charity by service of a written notice on the person being appointed and on the company.

35.2 If no Secretary has been appointed by the Charity, a Secretary may be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

35.3 A Secretary (including a Secretary appointed by the directors) may be removed from office by the Charity by service of a written notice on the Secretary and the company.

36. The Secretary shall not be remunerated if they are a trustee of the Charity unless permitted under the Charity's constitution or the Charities Act 2011 but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled.

37. If there is no Secretary:

37.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and

37.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically for that purpose by the directors.

Records

38. The directors shall keep records comprising:

38.1 details of all appointments of officers made by the directors;

38.2 all resolutions and decisions of the company (including all resolutions and decisions of the Charity as sole member);

38.3 all resolutions of the directors (including, without limitation, decisions of the directors made without a meeting); and

38.4 minutes of all proceedings at meetings of the company, the directors and any committees, including the names of the directors present.

Notices

39. Subject to the Articles, anything sent or supplied by or to the company under the Articles or under the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

40. The company may give any notice to the Charity by sending it by post in a prepaid envelope addressed to the Charity at its registered address or by leaving it at that address or by sending it by electronic means to an address provided for that purpose.

41. An Authorised Representative of the Charity present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

42. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means on the day it was sent.

Winding up

43. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Charity.

Indemnity

44. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the company may be indemnified out of the assets of the company against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted, or in connection with any application in which relief is granted to that person by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Liability of member

45. The liability of the Charity as sole member is limited to the amount, if any, unpaid on the shares held by it.