

Company number: 03089012

Companies Acts 1985 to 2006

Certificate of passing of special resolutions

of

The Design and Technology Association ("the Charity")

The following resolution was duly passed as a special resolution on 16 March 2016 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

It is hereby resolved by way of special resolution that the Articles of Association of the Charity shall be amended by

- (a) deleting existing Articles 25 4 to 25 11, and
- (b) inserting in their place the following

"25 4 Trustees may co-opt any individual members to the Board of Trustees provided that the number of co-opted Trustees shall not exceed one third of the number of Trustees appointed in accordance with this Article In making co-options the Trustees have regard to the importance of maintaining among the Trustees a proper balance and range of skills appropriate for the governance of the Charity Co-opted Trustees shall hold office from the date of their co-option until they resign or until the next Annual Retirement Meeting, whichever is earlier Co-opted Trustees may be nominated in accordance with Article 25 3 For the avoidance of doubt, any period during which a person is a Co-opted Trustee shall not count as a term of office for the purposes of Article 25 7 to 25 9 (maximum term)

Automatic Retirement

25 5 Each Trustee shall retire at the third Annual Retirement Meeting following his or her appointment A Trustee may, subject to Article 25 7, be re-appointed for a further three-year term. The retirement takes effect at the end of the financial year of the Charity

25 6 If the retirement of a Trustee under Article 25 5 causes the number of Trustees to fall below that set out in Article 24 then the retiring Trustee shall remain in office until a new appointment is made

Maximum term

25 7 Subject to Articles 25 8 to 25 11, a Trustee who has served for two consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office

25 8 The Chair and Vice Chairs may serve for two terms of office as chair or vice chair in addition to any terms of office served as a trustee before taking a break from office as set out in Article 25 7

25 9 The treasurer from time to time may serve for three consecutive terms of office in addition to any terms of office served as a trustee before taking a break from office as

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set out in Article 25 7 For the purposes of this Article the treasurer is the trustee who has been appointed as treasurer from time to time by a decision of the Trustees

25 10 The Trustees may in their absolute discretion decide that a Trustee who has retired under Article 25 5 may be co-opted to the Board of Trustees where

25 10 1 that trustee's specific skills are skills that are needed by the Board of Trustees,

25 10 2 75% of the Trustees approve the co-option,

25 10 3 the co-option is for a maximum of one year

25 11 From the date of the resolution amending these Articles ("the Transition Date") the Board of Trustees shall consist of those Trustees who were already trustees on the Transition Date ("the Existing Trustees") Any Existing Trustee who, by the Transition Date, will have served for more than three years may, following the Transition Date, continue to serve their existing term of office, such Existing Trustee may serve a second consecutive term of office provided they are not already serving their second consecutive term of office at the Transition Date For the avoidance of doubt, all new trustees shall comply with Article 25 5

Minimum age

25 12 No person may be appointed as a Trustee unless he or she has reached the age of 18 years

General

25 13 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees "

Signed.



Secretary

Date

17 March 2016