

Circulation Date: 15th July 2018

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN SPECIAL RESOLUTION*

of
ANGLIA GIVING LIMITED (the "Company")

Company No: 4441647

We the undersigned, being at least 75% of the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

WRITTEN SPECIAL RESOLUTION

IT IS HEREBY RESOLVED THAT the Articles of Association attached to this written resolution are adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company



*Resolution passed pursuant to Article 35 of the Company's Articles of Association and the Companies Act 2006

AGREEMENT

Please read the notes at the end of this document before signing your agreement.

The undersigned, entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolution

Print name DIANA BLACK
Date 15/7/18
Signed DB

Print name ENA BLACK
Date 15/7/2018
Signed Ena Black

Print name DAVID BLACK.
Date 15/7/2018
Signed David

Note:

1. This Written Resolution is passed when at least 75% of members have signified their agreement.
2. If not passed within 28 days of the Circulation Date this Resolution will lapse.
3. A member signifies agreement by signing the Resolution or by sending a document to the company (which can be a scan or a fax of the signed Resolution) identifying the Resolution and indicating agreement.

ADOPTED 15 JULY 2018

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
ANGLIA GIVING LIMITED**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM OF ASSOCIATION OF

ANGLIA GIVING LIMITED

1 The name of the Association (hereinafter called "**The Company**") is ANGLIA GIVING LIMITED.

2 The registered office of the Company will be situated in England

3 The Company is established.

To benefit any charitable institutions or charitable purposes, particularly by use of charity gift tokens.

4 In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- (a) to write, print or otherwise reproduce by any means of recorded audio and/or visual information whether now or hereafter invented and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents;
- (b) to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- (c) to promote research, experimental work, scientific investigation and development into any aspect of the objects of the Company and its work;
- (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (e) to accept subscriptions, gifts, donations, devises and bequests of any real or personal property maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease, mortgage or otherwise dispose of any such property;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (g) to issue cheques and other financial instruments, and to operate bank and other accounts in the name of the Company;
- (h) subject to such consents as may be required by law, to borrow and raise money for the objects of the Company on such terms and conditions and on such security as may be thought fit;
- (i) to construct, maintain and alter buildings or erections;
- (j) to carry on trade for the carrying out of the said objects;
- (k) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;

- (l) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
 - (m) to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit;
 - (n) to make any donation either in cash or assets for the furtherance of the objects of the Company;
 - (o) to establish or support any institution and to subscribe or guarantee money for purposes calculated to further the objects of the Company;
 - (p) to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Company;
 - (q) to employ and pay staff;
 - (r) to purchase insurance to cover the officers, Committee, staff, voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties, as may be thought fit;
 - (s) to pay reasonable annual sums or premiums for or towards the provision of pensions for staff for the time being of the Company and their dependants;
 - (t) to purchase insurance to cover any buildings or other property to their full value;
 - (u) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this or her Memorandum of Association;
 - (v) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - (w) to establish where necessary local branches (whether autonomous or not);
 - (x) to do all such other lawful things as shall further the above objects or any of them.
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this or her Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 6 The liability of the members is limited,
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst being a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some

charitable institution or institutions having objects similar to the objects of the Company, and which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ANGLIA GIVING LIMITED

1 INTERPRETATION

1.1 In these Articles and in the Memorandum:

the Act	the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.
charity gift tokens	means tokens used to raise funds to apply to charitable institutions, but by any charitable or non-charitable means.
clear days	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.
the Committee	the Management Committee of the Company.
the Company	the above named Company.
the Office	the registered office of the Company
the seal	the common seal of the Company.
secretary	any person appointed to perform the duties of the secretary of the Company.
the United Kingdom	Great Britain and Northern Ireland.

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

1.4 Words importing gender shall mean and include any other gender and words importing persons shall include corporations and natural persons.

2 OBJECTS

2.1 The Company is established for the objects expressed in the Memorandum of Association.

3 MEMBERS

3.1 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

- 3.2 Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.
- 3.3 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
- 3.4 Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 23 1 the Committee members may in their absolute discretion permit any member of the company to retire provided that after such retirement the number of members is not less than two. Membership shall not be transferable.

4 GENERAL MEETINGS

- 4.1 The Company may 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; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.2 The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act.

5 NOTICE OF GENERAL MEETINGS

- 5.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company; provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this or her Article, be deemed to have been duly called if it is so agreed:
- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote at it; and
 - (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
- 5.2 The accidental omission to give notice of a meeting to, or the non-receipt or notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

- 6.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; two voting members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such other day and at such other time and place as the Committee may determine. *If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.*
- 6.3 The Chair, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such Chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
- 6.4 If at any meeting no Committee member is willing to act as Chair or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the voting members present shall choose one of their number to chair the meeting.
- 6.5 *The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting*
- 6.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:
- (a) by the Chair; or
 - (b) by at least two members present and having the right to vote at the meeting
- Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
- 6.8 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chair of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.9 No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

7 VOTES OF MEMBERS

- 7.1 Subject to Article 6.7, every member shall have one vote. No proxy votes are allowed. The Committee may make arrangements for postal voting on such terms and conditions as it thinks fit
- 7.2 No member shall be entitled to vote at any General Meeting unless all monies presently payable by him or her to the Company have been paid.
- 7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

8 ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 8.1 Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

9 HONORARY OFFICERS

- 9.1 The Honorary Officers, if any, shall consist of the Chair, Secretary, Treasurer and such other Honorary Officers as the Committee shall, from time to time, appoint.

10 COMMITTEE OF MANAGEMENT

- 10.1 The maximum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Committee Members shall be two.
- 10.2 The first Committee members shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Committee members shall be appointed as provided subsequently in these Articles.
- 10.3 The Committee members may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

11 COMMITTEE MEMBERS' REMUNERATION

- 11.1 Committee members may undertake any services for the Company that the directors decide.
- 11.2 Committee members are entitled to such remuneration as the Committee members determine—
- (a) for their services to the company as Committee members, and
 - (b) for any other service which they undertake for the Company.
- 11.3 Subject to the Articles, a Committee member's remuneration may—
- (a) take any form, and

- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Committee member.
- 11.4 Unless the Committee members decide otherwise, Committee members' remuneration accrues from day to day.
- 11.5 Unless the Committee members decide otherwise, Committee members are not accountable to the Company for any remuneration which they receive as Committee members or other officers or employees of the company's subsidiaries or of any other body corporate in which the Company is interested.

12 **BORROWING POWERS**

- 12.1 The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.

13 **POWERS AND DUTIES OF THE COMMITTEE**

- 13.1 The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
- 13.2 All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
- 13.3 The Committee shall arrange for minutes to be made:
 - (a) of all appointments of officers made by the Committee;
 - (b) of the names of the members present at each Committee meeting; and
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.
- 13.4 A Committee member shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his or her vote shall not be counted.
- 13.5 Subject to Article 10.1 the Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
- 13.6 The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
- 13.7 No person may be appointed as a Committee member:
 - (a) unless he has attained the age of 18 years;

- (b) in circumstances that, had he already been a Committee member, he would have been disqualified from acting under the provisions of Article 15.1.

14 ELECTION AND RETIREMENT OF COMMITTEE MEMBERS

- 14.1 Committee members shall be appointed by the Committee members for a term of up to 3 years.
- 14.2 A retiring Committee member shall be eligible for re-election.

15 DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

- 15.1 A Committee member shall cease to hold office if the member:
 - (a) ceases to be a Committee member by virtue of any provision in the Act,
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own property and affairs;
 - (c) subject to Article 3.4 resigns his or her office by written notice to the Company;
 - (d) ceases to be a member of the Company;
 - (e) is absent without the agreement of the Committee members from all their meetings held within a period of six months and the Committee members resolve that his or her office be vacated;
 - (f) is removed from office by a three-quarters majority vote of the rest of the members of the Committee at a special meeting called for that purpose, when in the opinion of the Committee, it appears that the member in question is acting in a manner detrimental or prejudicial to the well-being of the Company

16 PROCEEDINGS OF THE COMMITTEE

- 16.1 The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any 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. Any two Committee members may, and the secretary shall, on the request of any two Committee members summon a Committee meeting at any time.
- 16.2 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the membership of the Committee, subject to a minimum of two.
- 16.3 The Committee may act notwithstanding any vacancy in their body, but, if and as long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 16.4 The Committee may elect a Chair of their meetings and determine the period for which he is to hold office, but, if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
- 16.5 The Committee may delegate any of their powers to sub-committees consisting of such Committee members and others as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee fully and promptly.

17 **SECRETARY**

- 17.1 The Committee shall appoint (and may remove) any person to act as Company Secretary in accordance with the Act.

18 **THE SEAL**

- 18.1 The Committee shall provide for the safe custody of a seal, if any, which shall only be used by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second Committee member or by some other person appointed by the Committee for the purpose

19 **ACCOUNTS**

- 19.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

20 **NOTICES**

- 20.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.

- 20.2 The Company may give any notice to a member either personally or by sending it by post to him or her or to his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

- 20.3 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
- (b) the auditor for the time being of the Company, and
- (c) each Committee member.

No other person shall be entitled to receive notices of General Meetings.

- 20.4 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

- 20.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

21 **INDEMNITY**

- 21.1 Subject to the provisions of the Act every Committee member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

22 **DISSOLUTION**

- 22.1 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

23 **RULES OR BYE LAWS**

- 23.1 The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company save that the Company in General Meeting shall have power to alter, add to or repeal the Rules or Bye Laws; and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.