

## SPECIAL RESOLUTION

### TO ALTER THE MEMORANDUM AND THE ARTICLES OF ASSOCIATION OF THE COMPANY

#### **PART A:**

COMPANY NAME: AMERA International Limited

COMPANY NO: 4644642

AT THE ANNUAL GENERAL MEETING OF THE ABOVE COMPANY, DULY CONVENED AND HELD ONLINE  
AT: MS Teams

ON THE FOLLOWING DATE: 30 January 2021

THE FOLLOWING RESOLUTION IN PART B WAS PASSED AS SPECIAL RESOLUTION:

#### **PART B:**

#### **RESOLUTION**

**That section 1 in the Articles of Association shall be amended as follows (amendment is underlined):**

"1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

#### WORDS

#### MEANINGS

The Statutes The Companies Act 1985 and 1989 every other Act for the time being in force concerning companies and affecting the Company.

These Articles These Articles of Association of the Company from time to time in force.

The Charity The above-named company.

The Trustees The Trustees for the time being of the Charity.

A Committee A Committee of the Trustees.

The Registered Office The Registered Office for the time being of the Charity.

The Seal

The common seal of the Charity.

The Secretary Any person appointed to perform the duties of Secretary of the Charity.

Member A Member of the Charity as defined in Articles 4 and 5.

Meeting

A physical meeting, a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and telephone conferencing or internet conferencing without video.”;

**That section 46 in The Articles of Association shall be amended as follows (amendment is underlined):**

“46. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but so that not less than four meetings shall be held in each year, and not more than five months shall elapse between the date of one meeting and that of the next. Questions arising at any meeting shall be decided by a majority of votes, whether on a show of hands or approval by oral communication on the telephone or any other electronic means or written communication by electronic means. In case of any equality of votes the Chairman shall have a second or casting vote. Any two Trustees may, and on the request of any two Trustees the Secretary shall, at any time, summon a meeting of the Trustees.”; and

**That the references to Acts shall be updated in the Memorandum of Association and the Articles of Association as follows (amendment is underlined):**

First title line of the Memorandum of Association: “THE COMPANIES ACTS 1985 AND 1989” **shall be removed**

First title line of the Articles of Association as follows “THE COMPANIES ACTS 1985 AND 1989” **shall be removed**

### **Section 1 of the Articles of Association:**

“1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Statutes    The Companies Act 1985 and 1989 every other Act for the time being in force concerning companies and affecting the Company.  
...”

**shall be changed to**

“1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

**WORDS**

**MEANINGS**

The Statutes    The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply and the Charities Act 2011.  
...”

**Section 12 of the Articles of Association:**

“12. Subject as above the Trustees 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 requisitions, as provided by Section 368 of the Companies Act 1985.”

**shall be changed to**

“12. Subject as above the Trustees may, whenever they think fit, convene an Extraordinary General Meeting.”

**Section 42 (b) of the Articles of Association:**

“42. The office of a Trustee shall be vacated:-...

(b) If he becomes prohibited from holding such office by reason of any order made under the Companies Act 1985;”

**shall be changed to**

“42. The office of a Trustee shall be vacated:-...

(b) If he ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee or is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);”

**Section 56 of the Articles of Association:**

“56. Subject to Part IX of the Companies Act 1985 the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be similarly removed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Honorary Secretary of the Charity shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a Trustee.”

**shall be changed to**

"56. The Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be similarly removed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Honorary Secretary of the Charity shall be eligible for appointment as Secretary or assistant or deputy Secretary provided that he shall not in any circumstances be remunerated for work as Secretary or assistant or deputy Secretary whilst he is a Trustee."

**Section 60 of the Articles of Association:**

"60. The accounting records shall be kept at the Registered Office or, subject to Section 222 and (7) of the Companies Act 1985, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of any Trustee."

**shall be changed to**

"60. The accounting records shall be kept at the Registered Office or, subject to Section 388 of the Companies Act 2006, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of any Trustee."

To be completed after the meeting if the resolution is passed:

Signed:



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Chair, Tabea Dilling

Date: 30/01/2021