

Company Number: 5848399  
Charity Registration Number: 1116147

The Companies Act 2006  
Company limited by guarantee not having a share capital

ONLY CONNECT UK (*"the Company"*)

---

## WRITTEN SPECIAL RESOLUTION

---

As an authorised representative of Catch 22 Charity Limited (*"Catch22"*), acting in its capacity as sole company member of the Company (*"Sole Member"*), I hereby pass the following resolution as a Written Special Resolution of the Company (*"the Resolution"*) and confirm Catch22's consequential resignation as a company member of the Company.

### Background:

- A. It has been agreed that it is in the best interests of both Catch22 and the Company that Catch22 ceases to be the sole member of the Company and that the current trustees become Company Members.
- B. By this Resolution, Catch22, as Sole Member, amends the Articles of Association of the Company (*"the Articles"*), with the effect that, from the date of this Resolution:
  - the current trustees become Company Members;
  - Catch22 ceases to be a company member of the Company.

### Resolution:

It is hereby RESOLVED that the Articles shall be amended as follows:

Article 2 – shall be replaced in its entirety as follows:

- "(1) The Members of the Company shall be its trustees for the time being. The only persons eligible to be members of the Company are its charity trustees. Membership of the Company cannot be transferred to any other party.
- (2) Any Member who ceases to be a charity trustee of the Company will automatically cease to be a Member of the Company."

Article 29 – deleted in its entirety

### Confirmation:

It is hereby confirmed, that in passing this Resolution, Catch22 consequentially resigns as a company member of the Company

### Signature:



Signed:

for and on behalf of Catch22 Charity Limited

Name: Nigel Richards

Position: Company Secretary

Date of Resolution: 1 September 2020

---

CERTIFICATE OF PASSING

---

I hereby certify that the above Resolution was duly passed in accordance with the Articles on the above stated date:

Signature:

Signed: 

for and on behalf of the Company

Name: Simon Pellew

Position: Company Secretary