

Charity number: 1127488
Company Number: 6741123

THE COMPANIES ACT 2006

**WRITTEN SPECIAL RESOLUTION OF MEMBERS
OF
RESTLESS DEVELOPMENT
(the Company)**

Incorporated: 4th November 2008

Registered Office: Fourth Floor, 35-41 Lower Marsh, London, England, SE1
7RL

Circulation Date: 11th October 2022

We, the undersigned, pass the following resolution as a written special resolution to have effect as if passed by the Company in general meeting pursuant to section 288 of the Companies Act 2006 and in accordance with the Company's Articles of Association:

IT IS NOTED:

THAT the Articles of Association of the Company be amended by:

A. Article 24 & 25 with heading are deleted.

B. Article 26 is replaced by

The charity may by ordinary resolution:

(a) appoint a person who is willing to act to be a director; and

(b) All directors are appointed for a term of 4 years and may serve as a director for two consecutive terms.

C. Article 27 is replaced by

A Director may not act as a Director until they have expressly acknowledged, in whatever way the Directors decide, their acceptance of the office of Director and confirmation that they meet the eligibility criteria and are not subject to automatic termination of their directorship under Article 31.

D. Inserting a new Article #:

#. If the directors determine that it is expedient so to do, or if members with an aggregate of 75% or more of the votes request it, the Annual General Meeting of the Charity may be held by electronic means, provided that those electronic means enable each participant to both see and hear the other participants.

E. Adding at the end of Article 15

The written resolution may be in electronic form. In the case of a member that is an organisation, its authorised representative may signify its agreement. A resolution in electronic form agreed by all of the members, shall be effective provided that:

- (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the members; and
- (ii) agreement to the resolution is signified in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Directors have previously resolved, and delivered to the Charity at its principal office (including its email address) or such other place or email address as the Directors may resolve within 14 days of the circulation date.

F. Inserting a new Article # Participation in meetings by electronic means

Participation in Director meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Director in which each participant may communicate with all the other participants.
- (b) Any Director participating at a meeting by suitable electronic means agreed by the in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

G. Adding at the end of Article 37

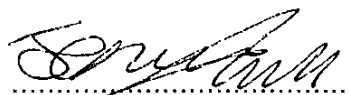
(3) The written resolution may be in electronic form. A resolution in electronic form agreed by all of the Directors, shall be effective provided that

(i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Directors; and

(ii) agreement to the resolution is signified in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Directors have previously resolved, and delivered to the Charity at its principal office (including its email address) or such other place or email address as the Directors may resolve within 14 days of the circulation date.

IT IS HERBY RESOLVED that we, the Members, approve the above-mentioned proposed amendments to the Articles of Association.

Name

 JENNY WILSON

Dated

14 October 2022

Statement

Set out above is the form of written resolution which it is proposed should be passed by the Members of the Company in accordance with Part 13 of the Companies Act 2006.

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If you wish to signify your agreement to the resolution, the easiest way to do this is to sign, date and return this document. Your agreement, once signified, may not be revoked.

In order for the resolution to be passed, all eligible members must have indicated their agreement to the resolution **within 28 days of the Circulation Date set above.**