

The Conduit Foundation

Company No: 07109988

Charity No: 1135264

(the "Company")

WRITTEN RESOLUTION

Circulation Date: 22 April 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following written resolution is passed as a special resolution:

It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

This Resolution is signed for and on behalf of the members of the Company in each case by an authorised signatory.

The undersigned, persons entitled to vote on the Resolution above on the circulation date, hereby irrevocably agree to the Resolution.

Print name (Director) on behalf of **Conduit HoldCo Limited**:

Signature: Paul van Zyl

A handwritten signature in black ink, appearing to be 'Paul van Zyl', written over a horizontal line.

Date: 20 May 2020



Notes

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand:** delivering the signed copy to Oliver Scutt, Bates Wells, 10 Queen Street Place, London EC4R 1BE.
 - **By post:** returning the signed copy by post to Oliver Scutt, Bates Wells, 10 Queen Street Place, London EC4R 1BE.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to o.scutt@bateswells.co.uk.

If you do not agree to all of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Daniel Cooke

Subject:

FW: THE CONDUIT FOUNDATION - Ref. 2218439 Consent to Object Clause Change
CRM:0001708 [BWB-LLP.FID2485799]

From: Charity Commission Digital Services [<mailto:digitalservices1@charitycommission.gov.uk>]

Sent: 21 April 2020 09:44

To: Oliver Scutt; THE CONDUIT FOUNDATION : 1135264

Subject: THE CONDUIT FOUNDATION - Ref. 2218439 Consent to Object Clause Change CRM:0001708

Dear Oliver Scutt

THE CONDUIT FOUNDATION - 1135264

Thank you for submitting the application to change your charity's objects. Your request has been successful and you now have the formal consent from the Charity Commission under s.198(2)(a) of the Charities Act 2011 to amend the charity's objects to read:

The objects of the Charity are to:

1.1 promote sustainable development for the benefit of the public by:

1.1.1 The funding of educational and research projects for communities both in the United Kingdom and internationally, where such projects will enhance people's lives and enable them through sustainable development to achieve a better standard of living and improved health for themselves and their children.

1.1.2 The promotion of community income generating practices and the alleviation of poverty without the destruction of natural resources; and to improve awareness of sustainable practices, to ensure the preservation of community water resources, biodiversity and the protection of the natural habitat for communities now and in the future.

1.1.3 To provide grant funding and technical expertise, in kind when applicable to appropriate national and international programmes in the areas of education, research and community projects, where such programmes support sustainable development and which will result in the sustainable improvement of the conditions of people in socially and economically disadvantaged communities; and

1.2 TO ADVANCE SUCH OTHER EXCLUSIVELY CHARITABLE PURPOSES AS THE TRUSTEES IN THEIR ABSOLUTE DISCRETION MAY FROM TIME TO TIME DETERMINE.

THE TERM 'SUSTAINABLE DEVELOPMENT' IS DEFINED AS: MEETING THE NEEDS OF TODAY WITHOUT JEOPARDISING THE ABILITY OF FUTURE GENERATIONS TO MEET THEIR NEEDS

The trustees should ensure that they retain a copy of this consent for the charity's records.

Next Steps:

- You will now need to pass the resolution to make the change.
- You should then access the amendment service on our website and provide the date that the resolution was passed.
- You will then be prompted to upload a pdf copy of the resolution.

Yours sincerely

Charity Commission

This is an automated email response. This email box is not monitored so please do not reply to this email as it will not be picked up

Annwyl Oliver Scutt

THE CONDUIT FOUNDATION - 1135264

Diolch am anfon y cais i newid amcanion eich elusen. Mae'ch cais wedi bod yn llwyddiannus ac mae cydsyniad ffurfiol gennych gan y Comisiwn Elusennau o dan adran 198(2)(a) o Ddeddf Elusennau 2011 i newid amcanion yr elusen i ddarllen:

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Dylai'r ymddiriedolwyr sicrhau eu bod yn cadw copi o'r cydsyniad hwn ar gyfer cofnodion yr elusen.

Y Camau Nesaf:

- Bydd rhaid i chi basio'r penderfyniad nawr i wneud y newid.
- Yna dylech ddefnyddio'r gwasanaeth diwygio ar ein gwefan a nodi'r dyddiad y cafodd y penderfyniad ei basio.
- Yna gofynnir i chi lanlwytho copi pdf o'r penderfyniad.

Yn gywir

Comisiwn Elusennau