

Cymdeithas Gofal The Care Society (the Company)

Company number: 07628816

Minutes of a meeting of the Board Members of the Company held at on Ring Central on 27th October 2022 at 4:00pm

Present – Board members:

Anthony Hearn (AH) (Chair)
John Rees (JR) (Vice Chair)
Catherine Shaw (CS)
Peter Saunders (PS)
Margaret Gallagher (MG)
Annette Jones (AJ)
Ceri Williams (CBW)

In attendance:

Guy Evans (GE) - Director
Jeremy Brown (JB)
Eleri Jenkins (EJ)
Mair Pugh-Jones (MPJ)
Ian Taylor (IT)
Steve Jones (SRJ)
Rhiannon Hicks (RH)
Katie Hardiman (KH) Trowers and Hamlins

Proposed amendment to the Company's Articles of Association

1 Notice and quorum

It was reported that proper notice of the Meeting had been given in accordance with the rules of the Company. A quorum being present, the Chair declared the meeting open.

2 Disclosure of Board Members' interests

Each Board Member confirmed that he/she has no interest in any way in the proposed transaction that is the subject of these Resolutions.

3 Background and purpose of the meeting

3.1 The Chair noted that as part of the due diligence exercise undertaken during the merger between Tai Ceredigion (now Barcud) and Mid Wales Housing Association it was identified that the objects contained within the Company's registered articles of association were different to those registered on the Charity Commission's website. The Board had previously agreed that the objects needed to be updated to more accurately reflect the

business of the Company and that a general review of the articles be undertaken to reflect the Company's governance arrangements as part of the wider Barcud group.

- 3.2 The Chair reported that since the last board meeting the Charity Commission had granted its consent to the Company amending its objects and so the purpose of this meeting was to:

3.2.1 approve the proposed forms of Amended Articles (as defined below) and the Written Resolution (as defined below); and

3.2.2 approve the circulation of the Written Resolution.

4 Documents

- 4.1 The following documents were presented to the meeting:

4.1.1 the latest draft of the amended articles of association of the Company (the Amended Articles); and

4.1.2 the form of written resolution to be circulated to the shareholders of the Company to adopt the Amended Articles (the Written Resolution)

(together the Documents).

5 Resolutions

After due and careful consideration it was resolved that:

- 5.1 the Amended Articles be approved;

- 5.2 the Written Resolution shall be circulated to the Members of the Company;

- 5.3 any director of the Company be authorised to do all such acts and things and agree and execute on behalf of the Company all such other documents as may be required in connection with the Documents; and

- 5.4 the Company secretary be instructed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House and the Charity Commission and to record such changes to the Company's directors and chair as may be necessary in the Company's books and at Companies House and the Charity Commission.

6 Close of meeting

There being no further business, the Chair declared the meeting closed.

(end of Resolutions)



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Signed by: Anthony Hearn - Chair

Date:...27th October 2022