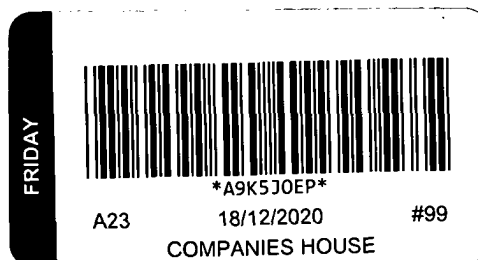


Company Number: 09561460

Registered Charity Number: 1164890

COMPANIES ACT 2006



Foodwise TLC Limited ("the Charity")

A COMPANY LIMITED BY GUARANTEE

MEMBERS' WRITTEN RESOLUTION

CIRCULATION DATE: 2 DECEMBER 2020

Subject to having obtained the prior consent of the Charity Commission for England and Wales ("the Charity Commission") in accordance with the provisions of section 198 of the Charities Act 2011, the directors of the Charity (who are also charity trustees) propose that pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the resolution below is passed as a special resolution.

We, being members of the Charity (as defined by section 289 of the Companies Act 2006) in respect of this written resolution agree that the resolution below should be passed as a special resolution:

SPECIAL RESOLUTION:

THAT Article 4 (objects) of the Articles of Association of the Charity ("the Articles") is amended by:-

1. Inserting a sub-paragraph numbered "(1)" in front of the words *"To relieve financial hardship..."* on the second line of Article 4.
2. Removing the words *"undertaken within a Christian ethos"* on the third line of Article 4.
3. Inserting the following words between the definition of *"("Objects")"* and the word *"are"* on the first line of Article 4:-

"which shall be undertaken within a Christian ethos,"
4. Deleting the following words in their entirety on lines four and five of Article 4:

"To procure cook and supply food to relieve financial hardship or address food poverty during times of crisis or school holidays (addressing Holiday Hunger) as needed."
5. Inserting the following new paragraphs numbered (2) and (3) respectively:-

"(2) To relieve those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage through the procurement, preparation and/or the provision of food and in particular, but without prejudice to the generality of the foregoing, during (a) times of crisis and (b) school holidays thus addressing "holiday hunger".

(3) To advance in life and help young people by developing their skills, capacities and capabilities, in particular but without prejudice to the generality of the foregoing in relation to the procurement, preparation and/or the provision of food, to enable them to participate in society as mature and responsible individuals as a means of:-

~~(a) advancing education; and~~

(b) relieving unemployment.

In this Article 4(3) "young people" means persons aged between 16 and 25 years."

Following the above amendments the new objects of the Charity will read as follows:-

"4 The charity's objects ('Objects'), which shall be undertaken within a Christian ethos, are specifically restricted to the following:

(1) To relieve financial hardship through the provision of food coaching to teach people how to budget, purchase, prepare and cook nutritional food at reasonable cost.

~~(2) To relieve those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage through the procurement, preparation and/or the provision of food and in particular, but without prejudice to the generality of the foregoing, during (a) times of crisis and (b) school holidays thus addressing "holiday hunger".~~

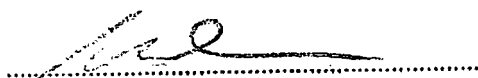
(3) To advance in life and help young people by developing their skills, capacities and capabilities, in particular but without prejudice to the generality of the foregoing in relation to the procurement, preparation and/or the provision of food, to enable them to participate in society as mature and responsible individuals as a means of:-

(a) advancing education; and

(b) relieving unemployment.

In this Article 4(3) "young people" means persons aged between 16 and 25 years."

Signed by:



MARTIN CRAIG VODDEN, member


DR KAY ANN CLAPP, member


MICHELLE CUPPLES, member

IMPORTANT

To signify your agreement to the above special resolution you must:-

1. Sign this document where indicated above.
2. Return this document to the Charity using one of the following methods:
 - send it by post to Mrs Sarah Chiappini at 7 Bradstone Brook, Christmas Hill, Shalford, Guildford GU4 8HE; or
 - attach a scanned copy of the signed document to an email, enter "Foodwise (TLC) Limited – written resolution" in the subject line and send it to Sarah Chiappini at sarah@filanthropia.co.uk.
3. Ensure the signed document is received by the Charity (as per paragraph 2 above) no later than 30 December 2020.
4. If the resolution is not passed by the date specified above, it will lapse.

Note: Once given, your agreement may not be revoked.

DATE UPON WHICH THE SPECIAL RESOLUTION WAS PASSED:

14 December 2020

[insert date upon which 75% majority of those members entitled to vote (or in other words both the members of the Charity) have signed and returned this written resolution in the manner and within the time frame specified above].