



the charity for the

F Matthias Alexander Technique

THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS

To alter clauses in the memorandum and articles of association

MONDAY



Company name: The Charity for the F Matthias Alexander Technique (Charitable company limited by guarantee)

Company number: 03153329

At a general meeting of the above company, duly convened and held online in accordance with the temporary amendment to the Corporate Insolvency and Governance Act 2020.

On the following date: 13 December 2020

The following three resolutions were passed as special resolutions:

Special Resolution 1

That Article 46 of the Articles and Memorandum of Association of the Charitable Company be amended to add an additional clause (d):

"A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants."

Special Resolution 2:

- a. That the final sentence of Clause (8) of the Memorandum of the Charitable Company (i.e. "Once at least in every year the accounts of the Company shall be audited and the correctness of the balance sheet ascertained by a properly qualified auditor") be deleted.
- b. That Article 57 of the Articles and Memorandum of Association of the Charitable Company be amended to delete the words, "together with a copy of the Auditor's report"
- c. That the current Article 58 of the Articles and Memorandum of Association of the Charitable Company be deleted and a new Article 58 inserted as follows: "A qualified accountant shall be appointed annually to prepare the charitable company's Statement of Financial Activity".

Special Resolution 3:

- a. That Article 14 of the Articles and Memorandum of Association of the Charitable Company be amended to read:

14 (a). No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three Members or 1/10th of the membership whichever is the greater present in person or by proxy shall be a quorum.

b. That an additional clause (b) be added to Article 14 to read:

14(b) (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

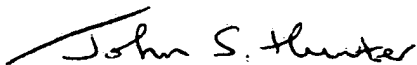
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

The resolutions were proposed by the Trustees of the Charity and passed unanimously.



13 December 2020

John Hunter
Chairman