

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To alter clauses in the articles of association

Part A

Company name: [REDACTED]

Company number: [REDACTED]

FRIDAY



SCT *SC80TTB5*
28/07/2023 #5
COMPANIES HOUSE

SAT

SCT *SC7AUY7U*
08/07/2023 #120
COMPANIES HOUSE

SUN

SCT *SC6QVADE*
30/06/2023 #17
COMPANIES HOUSE

At a general meeting of the above company, duly convened and held at:

[REDACTED]

On the following date: [REDACTED]

The following two resolutions listed in Part B were passed as special resolutions:

Part B

RESOLUTION

That:

- (1) The following clauses in the articles of association shall be amended as follows:

The Company is to be a community interest company.

Asset Lock¹

The Company shall not transfer any of its assets other than for full consideration.

Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

¹ See [Part 6] of the Regulator's information and guidance notes. Inclusion of the provisions contained in article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations.

The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or Articles of the Company.

Decision making at a meeting²

Questions arising at a Directors' meeting shall be decided by a majority of votes.

In all proceedings of Directors each Director must not have more than one vote.³

MEMBERS⁴

BECOMING AND CEASING TO BE A MEMBER⁵

Becoming a member⁶

The subscribers to the Memorandum are the first members of the Company.

Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

No person shall be admitted a member of the Company unless he or she is approved by the Directors.

Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

Termination of membership⁷

Membership is not transferable to anyone else.

² Article 18 reflects paragraph 4 of Schedule 1 to the Regulations, which is required to be included in the articles of all community interest companies.

³ You may wish to include a provision which gives the chair of the board a casting vote. This will enable the directors to resolve any deadlock at board level.

⁴ See section 112 of the Companies Act 2006. A company's members are (i) the subscribers to its memorandum; and (ii) every other person who agrees to become a member of the company and whose name is entered in its register of members.

⁵ There is no need for all those who wish to become Members to subscribe to the Memorandum on incorporation; they can become Members and be entered in the register of Members after the company has been formed.

⁶ Inclusion of the provisions in article 27 (reflecting paragraphs 2(1)-(4) of Schedule 1 to the Regulations) is mandatory. [Directors should ensure that the information to be included on an application form includes all the information which will be required to fill in Companies House Form [288a] on the appointment of the new Member as a Director (see <http://www.companieshouse.gov.uk/forms/generalForms/288A.pdf>).]

⁷ Inclusion of the provisions of article 28.1 and 28.2.1 – 28.2.2 (reflecting sub-paragraphs (5) and (6) of paragraph 2 of Schedule 1 to the Regulations), is mandatory.

Membership is terminated if:

the member dies or ceases to exist;

otherwise in accordance with the Articles; or

at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.⁸

- (2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies.

Robert Motyle
Chairman

28.06.2023
Date

⁸ Inclusion of article 38.2 (reflecting paragraph 3(1) of Schedule 1 to the Regulations) is mandatory.

NOTES

- (1) This precedent is drafted, as a certificate of passing of the special resolution which a company must pass to alter its articles of association. It is a document to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document, which should be forwarded to Companies House to show that the resolutions have been passed as required.
- (2) You must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006)