

Company Number: 02513874

Written resolutions of
Asylum Aid ("the Charity")

26th April 2022 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the trustees of the Charity propose that resolutions 1 and 2 below are passed as special resolutions

SPECIAL RESOLUTIONS

		For	Against				
1.	<p>It is hereby resolved by way of special resolution that the existing Memorandum of Association is hereby restated such that it is a Schedule to the existing Articles of Association of the Charity and that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Charity's in substitution for and to the exclusion of the Charity's existing Articles of Association.</p>	<i>SA Mohamed.</i>					
2.	<p>It is hereby resolved by way of special resolution that the draft Articles of Association of the Charity attached hereto be and are hereby amended as follows:</p> <ul style="list-style-type: none">The following new definitions are inserted in Article 1 after definition of "The Board" and before the definition of "The Office": <table><tr><td>The Member</td><td>Helen Bamber Foundation a registered charity in England and Wales (number 1149652), a company limited by guarantee incorporated and registered in England and Wales with company number 08186281 whose registered office is at 15-20 Bruges Place, Baynes Street, London, NW1 0TF</td></tr><tr><td>The Memorandum of Association</td><td>the provisions of these Articles of Association contained in the <i>Association's Memorandum of Association</i>, as now set out at the Schedule to these Articles and incorporated within these Articles</td></tr></table> <ul style="list-style-type: none">Articles 3 to 7 (inclusive) shall be deleted in its entirety and replaced with the following:	The Member	Helen Bamber Foundation a registered charity in England and Wales (number 1149652), a company limited by guarantee incorporated and registered in England and Wales with company number 08186281 whose registered office is at 15-20 Bruges Place, Baynes Street, London, NW1 0TF	The Memorandum of Association	the provisions of these Articles of Association contained in the <i>Association's Memorandum of Association</i> , as now set out at the Schedule to these Articles and incorporated within these Articles	<i>SA Mohamed.</i>	
The Member	Helen Bamber Foundation a registered charity in England and Wales (number 1149652), a company limited by guarantee incorporated and registered in England and Wales with company number 08186281 whose registered office is at 15-20 Bruges Place, Baynes Street, London, NW1 0TF						
The Memorandum of Association	the provisions of these Articles of Association contained in the <i>Association's Memorandum of Association</i> , as now set out at the Schedule to these Articles and incorporated within these Articles						

		For	Against
	<p>3. The Member is the sole member of the Association.</p> <p>4. The Member shall appoint an individual to represent it at meetings of the Association and the name of such representative and the fact that he or she is the authorised representative of the Member shall be noted in the register of members. The Member shall be able to replace its representative with another individual by giving notice in writing to the Association.</p> <p>5. In the event of a bona fide reconstruction of the Member without insolvency the Board shall admit its successor organisation as the sole member of the Association.</p> <p>6. The Member may appoint its successor by written resolution.</p> <p>7. In the event that the Member goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or receiver or an administrative receiver appointed over all its assets or an order made or a resolution passed for its winding up or is subject to equivalent proceedings in any other jurisdiction, <i>the Member's membership shall</i> automatically cease, and the Directors shall after consultation (as far as practicable) with representatives of the former Member admit any other person or persons willing to become the member or members of the Association to membership.</p> <p>8. If the successor appointed under Articles 5, 6 or 7 declines to be the member of the Association, the Board may admit any other person willing to become the member of the Association to membership.</p> <p>9. Subject to Article 8 the Directors shall not have the power to admit new members to the Association.</p> <ul style="list-style-type: none"> • All subsequent Articles are renumbered accordingly. 		

The undersigned, a person entitled to vote on the resolutions above on the Circulation Date, hereby irrevocably agrees to those resolutions as indicated above.

Signed: 

Name: Elizabeth A Mottershaw.....

Date: 5th May 2022.....

1. If you agree with any of the resolutions please indicate your agreement using one of the following methods:

Hand: by clearly indicating on this document which resolutions you agree to, and then signing and dating the document and returning it to Kerry Smith, Helen Bamber Foundation Group, 15-20 Bruges Place, Baynes Street, London NW1 0TF;

Post: by clearly indicating on this document which resolutions you agree to, and then signing and dating the document and returning it by post to Kerry Smith, Helen Bamber Foundation Group, 15-20 Bruges Place, Baynes Street, London NW1 0TF;

Email:

by clearly indicating on this document which resolutions you agree to, and then signing and dating the document and attaching a scanned copy of it to an email and sending it to Kerry.smith@helenbamber.org

OR

by forwarding to the email to which this document is attached to Kerry.smith@helenbamber.org clearly indicating which resolutions you agree to and specifying your name.

You may not return the resolutions to the Charity by any other method.

2. If you do not agree to any of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to a resolution, you may not revoke your agreement
4. Unless, by 24th May 2022, sufficient agreement has been received for a resolution to pass, it will lapse. If you agree to any or all of the resolutions, please ensure that your agreement reaches us on or before this date.
5. (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.)
6. A copy of these resolutions has been sent to the auditors.