

THURSDAY

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\*A8GR1BZS\*

A28 24/10/2019 #72

COMPANIES HOUSE

\*R8ETVVIQ\*

RM 26/09/2019 #139

COMPANIES HOUSE

PRIVATE COMPANY WITHOUT A SHARE CAPITAL

THE HOLST FOUNDATION

(THE "COMPANY")

COMPANY NUMBER 01582190  
~~927502~~

DATED 18<sup>th</sup> September 2019

*[Handwritten signature]*  
Director

The following resolution was passed as a Special Resolution of the Company on the above date

### SPECIAL RESOLUTION

That the Articles of Association of the Company be altered as follows:

1. In Article 12 the words '**or other lawful independent accounts examiners**' shall be added immediately following the word 'Auditors' where it first appears and the words '**or such other examiners**' shall be added immediately following the word 'Auditors' where it secondly appears.
2. In Article 54 the words 'Section 12 of the Companies Act 1976' shall be replaced by the words '**all relevant statutory requirements**'.
3. In Article 55 the words 'Section 12(6) and (7) of the Companies Act 1976' shall be replaced by the words '**all relevant statutory requirements**'.
4. Article 57 shall be replaced in its entirety by the words:

**'At the Annual General Meeting in every year the Council shall lay before the members a proper income and expenditure account prepared in accordance with all relevant statutory requirements and accounting standards issued or adopted by the Accounting Standards Board or its successors and in adherence to the recommendations of applicable Statements of Recommended Practice to show a true and fair view for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors or other lawful independent accounts examiners, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall on or before the date on which notice of such meeting is required to be given, subject nevertheless to all relevant statutory requirements, be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' or such examiners' report (if any) shall be open to inspection and be read before the meeting as required by any relevant statutory requirements.'**

5. In Article 58 the words '**or other lawful independent examiner as may be required by any relevant statutory requirements or accounting standards issued or adopted by the Accounting Standards Board or its successors**' shall be added immediately following the word 'Auditors'.
6. In Article 59 the words '**If so required by any relevant statutory requirements**' shall be added at the beginning of the Article and the words 'in accordance with Section 161 of the Act, Section 14 of the

Companies Act 1967 and Section 13 to 18 of the Companies Act 1976 the members of the Council being treated as the Directors mentioned in those sections' shall be replaced by the words 'in accordance with such requirements'.

A handwritten signature in black ink, consisting of a series of loops and strokes, positioned above the word 'DIRECTOR'.

**DIRECTOR**