

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
THEATRE COMPANY BLAH BLAH BLAH
CHANGE OF ARTICLES OF ASSOCIATION**

At an Extraordinary Meeting of the members of the above named company, duly convened and held via video calling platform Zoom at 6pm on Thursday 23rd July 2020, the following Special Resolution was duly passed:

That the Articles of Association of the company be modified as follows:

Interpretations

~~"1. ... 'Secretary' means any person appointed to perform the duties of the Secretary of the Company."~~

Register of Members

6. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. ~~A member shall notify the Secretary in writing within seven days of a change to their name or address.~~ All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request and at no charge.

Proceedings of the Board

~~"46. An honorary officer may and the Secretary on the requisition of any two Board members shall summon a meeting of the Board by giving reasonable notice to all Board members. It shall not be necessary to give notice of a meeting of the Board to any of its members for the time being absent from the United Kingdom."~~

Secretary

~~"56. The Board shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them."~~

~~"57. No remuneration may be paid to a Secretary who is also a member of the Board."~~

~~"58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities."~~

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Additionally, the removal of the following clauses:

Audit

64. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act."

To be replaced with:

Accounts

64 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

65 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.
- (d) keeping of accounting records, to the preparation and scrutiny of statements of accounts

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

DATED: 26/07/2020

SIGNED: 

DESIGNATION: Trustee