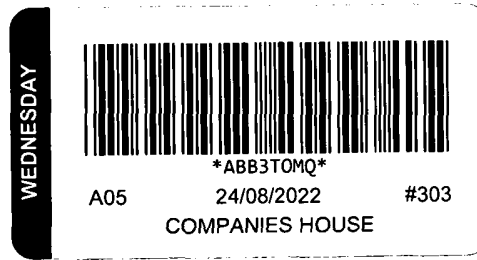


Company Number: 2909953

Charity Number: 1037868



**PRIVATE COMPANY LIMITED BY GUARANTEE WITH CHARITABLE STATUS**

**WRITTEN RESOLUTION**

**OF**

**EDUCATION AND SERVICES FOR PEOPLE WITH AUTISM LIMITED**

**(the "Company")**

**4<sup>th</sup> August 2022 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**). Accordingly, the members of the Company resolved as follows:

**SPECIAL RESOLUTION**

THAT the articles of association of the Company (**Articles**) (which include, by virtue of section 28 Companies Act 2006, provisions previously contained in the memorandum of association) be amended as follows:

1. THAT clause 3 of the Articles be deleted and replaced with the following:

*3. The Charity's objects (the Objects) are for the public benefit to promote the health and wellbeing of people with autism, learning disabilities, communication, social and behavioural conditions by enhancing the quality of life of such persons, in particular by:*

*3.1 Providing or assisting in the provision of education, training and employment opportunities for such people and advancing the education of others in autism, learning disabilities and associated communication, social or behavioural conditions;*

*3.2 Providing accommodation and services to meet the needs of these individuals;*

*3.3 The carrying out or commissioning of research into improving the quality of life for autistic people and publishing the useful results of such research.*

2. THAT a new article 14 be inserted into the Articles to read:

*14.1 Any of the members can take part in a general meeting by way of:*

*14.1.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or*

*14.1.2 a series of video conferences or telephone calls from the Chair.*

*14.2 Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is unless the members decide otherwise.*

3. THAT existing articles 14 to 44 be renumbered accordingly to articles 15 to 45 and cross-references to the same be updated accordingly.
4. THAT article 31 of the Articles be deleted and replaced with the following:

*31.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.*

*31.2 Any Director may call a meeting of the Directors. Meetings may take place face to face or by way of:*

*31.2.1 telephone or video conference or similar equipment designed to allow everybody to take part in the meeting; or*

*31.2.2 a series of video conferences or telephone calls from the Chair.*

*31.3 Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair is unless the Directors decide otherwise.*

*31.4 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.*

*31.5 Questions arising at a meeting shall be decided by a majority of votes.*

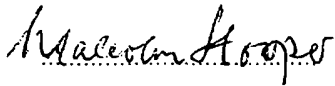
*31.6 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.*

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by  
Professor  
Malcolm  
Hooper



Date

08-08-22