

NATIONAL FOREST CHARITABLE TRUST

MINUTES OF THE GENERAL MEETING
HELD BY ELECTRONIC MEANS ON 15 DECEMBER 2021

Present S H Woolfe, Chairman
M Ballantyne
A Bridge
P Coates
P Osborne
K Preece
G Smith
T Spaul
M Traynor

- 1 The Chairman reported that notice of the meeting had been given to all the Members and, that a quorum being present, the meeting was duly convened and constituted.

- 2 **Special Resolutions**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Charity propose that the following resolution be passed as a special resolution.

That the draft Articles of Association attached to this notice be and are hereby adopted as the Articles of Association of the Charity in substitution for, and to the exclusion of the Charity's existing Articles of Association.

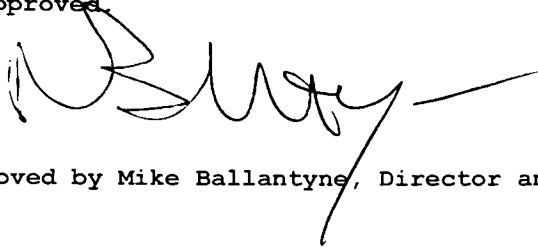
The Directors drew to the attention of the Members that

- a) the only amendment to the existing Articles of Association is the replacement of the word "seventeen" by "eighteen" in Clause 25.6 so that it now reads

"A retiring elected or co-opted Board Member shall be eligible for re-election or re-co-option provided that he or she shall not serve on the Board for longer than a consecutive period of eleven years except in the case of Stephen Woolfe who may serve for up to eighteen consecutive years as Chairman. A Board Member who has served such a period may be re-elected or re-co-opted to the Board after an interval of not less than one year."

- b) The purpose of the amendment is to preserve within the Board the experience of the chairman at a time when that experience is of significant importance.
- c) as the amendment does not fall within the definition of a "Regulated Alteration", the approval of the Charity Commission is not required."

It was unanimously RESOLVED that the above Special Resolutions be approved.

A handwritten signature in black ink, appearing to read 'Mike Ballantyne', with a long horizontal stroke extending to the right.

Approved by Mike Ballantyne, Director and Company Secretary