

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

- of -

**Element Society (the "Company")**

**Company Number: 08576383**

**Charity Number: 1157932**

**PRIVATE COMPANY LIMITED BY GAURANTEE**

**CHANGE OF ARTICLES OF ASSOCIATION**

At the annual general meeting of the Company, duly convened and held on 21 November 2018 at 113 Arundel Street Sheffield S1 2NT, the following resolution was duly passed as a special resolution.

**SPECIAL RESOLUTION**

**THAT** the existing articles of association of the company be modified as follows:

Articles to be renumbered and the numbering of the subsequent articles be amended accordingly;

- 14 to 13.3
- 18.1 to 15.4
- 20.1 to 15.11
- 21.2 to 16.2
- 22 (a) to 17.5
- 24,25,26 to 19
- 27,28,29,30 to 20
- 31.1 to 22.2
- 35 to 23.2
- 36 to 23.3
- 37.1 to 23.4
- 38 to 23.6
- 42.1 to 26.7
- 43 to 26.10
- 44.1 to 26.11
- 45.1 to 26.14

**AND**

The new attached articles numbered 23.7 to be implemented



23.7 The term of office for a director shall be as near as possible to three years from the date of his or her appointment and he or she may be re-appointed subject to a maximum of three terms.

AND

The wording of the following articles to be amended to read:

15.2 A quorum is:

15.2.1 three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

15.2.2 one tenth of the total membership at the time whichever is the greater.

26.8 The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

Christopher Hill

Company Secretary

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