

Company Number: 08030289

**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**WRITTEN RESOLUTION OF**  
**OPEN DATA INSTITUTE**  
**(the "Company")**

**SPECIAL RESOLUTION OF THE MEMBERS**

Circulation Date: 4<sup>th</sup> October 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company hereby propose that Resolution 1 is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

1. **THAT** the articles of association of the Company be hereby amended as follows:
  - a. in Article 1.1, by the deletion in its entirety of the definition of "ODI Member Advisory Board";
  - b. all other references in the Articles to "ODI Member Advisory Board" shall be deemed deleted;
  - c. in Article 1.1, by the deletion in its entirety of the definition of "ODI Membership";
  - d. all other references in the Articles to "ODI Membership" or "ODI Members" shall be deemed deleted;
  - e. in Article 1.1 by the deletion in its entirety of the definition of "Main Board";
  - f. in Article 1.1 by the insertion of the following new definition after the definition of "Bankruptcy" and before the definition of "Chairman":

**"Board** means the board of directors comprised and acting in accordance with Article 13.1";
  - g. all other references in the Articles to "Main Board" shall be deemed to be deleted and replaced with "Board";
  - h. in Article 3.1 by the deletion of the word "open";
  - i. in Article 13.1, by the deletion of the words "board of Directors shall be known as the Main Board and";
  - j. in Article 13.1.2, by the deletion of the words "elected representative(s) of the ODI Member Advisory Board (where applicable).";
  - k. by the deletion in its entirety of the existing Article 13.2.2.3;
  - l. by the insertion of the following as new Article 13.2.3:



"The Chairman may invite any person to attend meetings of the Management Committee as he sees fit, but such person or persons so invited shall not be deemed to be a member or members of the Management Committee";

- m. by the deletion in its entirety of existing Article 13.3;
- n. by the deletion in its entirety of existing Article 13.4;
- o. in Article 17.2.1, by deletion of the word "two" and its replacement with the words "three, one of whom must be the Chairman or his authorised representative";
- p. in Article 17.2.2, by the deletion of the words "where a decision is to be made over the appointment of a director,";
- q. in Article 17.2.2, by the deletion of the word "includes" and replaced with the word "comprises";
- r. by the deletion in its entirety of the existing Article 18.1 and the insertion of the following new Article 18.1:  

18.1 The Chairman or his authorised representative shall preside as chair of each Board meeting;"
- s. by the deletion in its entirety of existing Article 25.1.4; and
- t. all other references in the Articles to "Chief Executive Officer" shall be deemed to be deleted and replaced with "Managing Director".

#### AGREEMENT

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

We, the undersigned, being entitled to vote on the Resolution on the Circulation Date stated above, hereby irrevocably agree to the Resolution:

Signed: Nigel Shadbolt 4<sup>th</sup> October 2020  
Nigel Richard Shadbolt (Date)

Signed: Tim Berners-Lee 2020/10/04  
Timothy John Berners-Lee (Date)

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to BPE Solicitors LLP, First Floor, St James' House, St James Square, Cheltenham GL50 3PR marked for the attention of Kathryn King.
- **Post:** returning the signed copy by post to BPE Solicitors LLP, First Floor, St James' House, St James Square, Cheltenham GL50 3PR marked for the attention of Kathryn King.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [kathryn.king@bpe.co.uk](mailto:kathryn.king@bpe.co.uk). Please type "Written resolution of Open Data Institute" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day 1), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.