

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTIONS

pursuant to Section 378 Companies Act 1985

of the Association of Fundraising Consultants

Passed on 25th day of June 2007



A48 *AP1GCRL4* 626
27/07/2007
COMPANIES HOUSE

At the annual general meeting of the members of the above-named company, duly convened and held at Rensburg Sheppards, 2 Gresham Street, London, EC2V 7QN on the 25th day of June 2007, the following SPECIAL RESOLUTIONS were duly passed

That the Articles of Association be amended as follows

Article 3

The word "Associate" (on the two occasions it appears) be replaced by the word "Affiliate";
The word "association" be replaced by the word "affiliation"; and
The word "Associates" be replaced by the word "Affiliates";
so that Article 3 (as amended) will read:

"3) The Membership Committee of the Board may in its absolute discretion decline to accept any organisation as a Member or Affiliate and need not give reasons for so doing. The Membership Committee of the Board shall in its sole discretion determine as to whether an applicant qualifies as a Member or an Affiliate. The Board may from time to time prescribe criteria for membership or affiliation but shall not by so doing become obliged to accept organisations fulfilling those criteria as either Members or Affiliates."

Article 4 2 (b)

The word "Associate" be replaced by the word "Affiliate",
so that Article 4.2 (b) (as amended) will read:

"(b) Affiliate membership of the Association shall be open to organisations from anywhere within Europe that do not fulfil the requirements of membership."

Article 4 4

The word "Associate" comprising the title be replaced by the word "Affiliate"; and
The word "Associate" in the first line be replaced by the word "Affiliate",
so that Article 4 4 (as amended) will read:

"4 4 Affiliate

An Affiliate shall be an organisation appointed by the Membership Committee which:-

- (i) Is able to demonstrate a sound professional standing, not necessarily in the area of fundraising consultancy.
- (ii) Maintains a permanent office within Europe for the conduct of business.
- (iii) Agrees to abide by the Code of Practice "

Article 5 (e)

The word "Associate" be replaced by the word "Affiliate",
so that Article 5e) (as amended) will read:

"5 e) if Notice is given by the Membership Committee of the Board that in its sole opinion a Member is in material breach of the Code of Practice or ceases to fulfil the criteria for Full or Affiliate Membership set out in Article 4. All Members agree to abide by the Membership Committee's ruling on this issue."

Article 4 3 (i) be deleted and that the subsequent paragraphs of Article 4.3 be consequentially renumbered;
so that Article 4 3 (as amended) will read:

" 4.3 Membership

Membership shall be open to organisations approved by the Membership Committee who. -

- (i) Are able to demonstrate a successful service to a range of clients.
- (ii) Have been in business continuously within Europe for at least two years
- (iii) Have a Chief Executive who has had at least 5 years continuous successful experience in the field of fundraising consultancy.
- (iv) Maintain a permanent office within Europe for the conduct of business.
- (v) There shall be two categories of Member, Corporate member and Professional member, with equal rights in the governance of the Association. Members may select which category they wish to belong to and the subscription levels for each category shall be set by the membership at general meetings of the Association.
- (vi) Agree to abide by the Code of Practice drawn up from time to time by the Association."