

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
of
COCKAYNES WOOD TRUST LIMITED
("the Company")

Passed on 20

CIRCULATION DATE: 30th January 2013

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

SPECIAL RESOLUTION

1. that the objectives stated in clause 3 of the Company's Memorandum of Association be revised by deleting the existing objectives, namely

- "3.1 To safeguard the site known as Villa Farm Quarry for the purposes of wildlife conservation, recreation and education;
- "3.2 To maintain the conservation value of the site for the regionally and nationally scarce species which occur on it;
- "3.3 To promote sustainable and educational use of the site and encourage community involvement with the site;
- "3.4 To encourage outdoor recreation and exercise amongst the local communities and the wider public without discrimination."

and that the following two clauses be inserted in their place

- "3.1 To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment of the site known as Villa Farm Quarry;
- "3.2 To advance the education of the public in the conservation, protection and improvement of the physical and natural environment of the site known as Villa Farm Quarry."

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on 30th January 2013, hereby irrevocably agrees to the Special Resolution:

Signed by [Full Name]

Signature

Date

NOTES

1. You can choose to agree to the all of the Special Resolution or none of it but you cannot agree to only part of the resolution. 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 methods:

- **By Hand:** delivering the signed copy to *Chris Fox, 45 Park Road, Wivenhoe, Essex CO7 9LS*.
- **Post:** returning the signed copy by post to *Cockaynes Wood Trust c/o Dr Chris Fox, 45 Park Road, Wivenhoe, Essex, CO7 9LS*.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to *resolution@cockaynes.org.uk*. Please enter "*Written resolution dated 30th January 2013*" in the e-mail 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 26th February 2013, 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.

Why we need the Special Resolution

The change to the wording of the objectives for Cockaynes Wood Trust is required in order to comply with the requirements imposed on us for registering with the Charity Commission. Apparently the approved form of words has evolved through case law. We need to change our objectives and register as soon as possible in order to avoid a liability for Corporation Tax.

Our objectives can only be amended by a Special Resolution. Company Law requires that such resolutions can be passed at a meeting of the directors, for which 14 days notice is required, or by Written Resolution. We have opted for a Written Resolution. At least 75% of the registered company directors will need to approve the written resolution for the Special Resolution to be passed (in our case, that means six out of the seven currently registered directors at the date of circulation of the resolution).

The date at which the Written Resolution is deemed to have been passed, and the Special Resolution comes into force, is the date by which 75% of the signed forms have been received at the specified address. If this threshold is not reached within 28 days, the resolution is deemed to have been lapsed, and the Special Resolution not passed.

For the record, if the Special Resolution is passed, then it must be reported to Companies House by a paper filing, using an appropriate form of words. It will also need to be filed with a completed and signed CC04 form, along with a printed copy of the Memorandum and Articles of Association that incorporate the amended objectives. The Charity Commission has warned us to take great care that everything has the correct dates.

Once it is filed with Companies House, and we will need to obtain confirmation that it has been accepted and approved by the. Our solicitor has advised us to include a SAE with our submission in order to obtain confirmation. We then need to provide the Charity Commission with electronic copies (scanned if necessary), including a declaration that the changes have been approved by Companies House.

Assuming the Charity Commission accept the revised governing documents, then we will need to inform HMRC by letter that we are a registered charity, and request that they no longer seek payment of corporation tax.