

Written Resolutions of the Board of Directors

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED BY GUARANTEE
A CHARITY**

**WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF CENTRE FOR
PUBLIC SCRUTINY LIMITED**

**Company No: 05133443
Charity No: 1136243**

("the Company")

4th June 2020 (Circulation Date)

The undersigned are all Directors of the Company. By signing this document each of the signatories confirms their approval to the resolutions listed below ("**Resolutions**").

It shall not be necessary for all of the Directors to sign the same counterpart of this document in order for the Resolutions to be validly passed. The Directors may sign by way of their electronic signature.

Each of the Resolutions is passed as a resolution of the Board of Directors of the Company with effect from the date that it is signed by all the Directors entitled to receive notice of a meeting of the Directors to pass the Resolutions and to vote upon the resolution. All the Directors must sign the resolution within the period of 28 days from the Circulation Date.

Attached to this document are: -

- The revised Objects as amended by the Charity Commission
- The Charity Commission's consent to amend the Objects
- The amended Articles of Association
- The special written resolution for the Members to approve and formally adopt the amended Objects as the Objects of the Company and Articles of Association as the new charitable governing document for the Centre for Public Scrutiny from the date of the passing of this resolution
- The general duties of company directors (Companies Act 2006)

Before signing this document:

- **each of the Directors has considered their duties generally**, including their duty under section 172 of the Companies Act 2006 (CA 2006) to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section;
- **each of the Directors has declared the nature and extent of their interest in the Resolutions** in accordance with the requirements of section 177 of the CA 2006 and the Company's articles of association (Articles), as follows:

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NAME OF DIRECTOR	NATURE AND EXTENT OF INTEREST
Lord Kerlake (Chair)	
Dr Catherine Howe (Vice Chair)	
Helen Bailey	
Andrew Burns	
Dr Jonathan Carr-West	
Caraline Johnson	
Cllr John Riley	

Resolutions

The Board Resolves to: -

Resolution 1

Note the consent of the Charity Commission to amend the Objects as revised by the Charity Commission,

Resolution 2

Approve the amended Objects as revised by the Charity Commission and recommend to the Members that these Objects be approved and adopted as the Objects of the Company.

Resolution 3

Approve the amended Articles of Association and recommend to the Members that these Articles be approved and adopted as the governing document of the Company.

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Resolution 4

Approve the circulation to the Members of the written special resolutions to approve and formally adopt the amended Objects as the Objects of the Company and the amended Articles of Association as the new charitable governing document of the Company.

Resolution 5

Subject to the Members approving the Special Resolutions, to authorise the Head of Operations or the Company Secretary to undertake all necessary filings with Companies House and the Charity Commission.

Agreement

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

The undersigned, all persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

NAME	SIGNATURE	DATE
Lord Kerslake (Chair)		
Dr Catherine Howe (Vice Chair)		
Helen Bailey		
Andrew Burns		
Dr Jonathan Carr-West		
Cllr John Riley		

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Notes

1. If you agree to the Special 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 the registered office of Centre for Public Scrutiny for the attention of the Head of Operations.

Post: returning the signed copy by post to the registered office of Centre for Public Scrutiny marked for the attention of the Head of Operations.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Don.Massey@cfps.org.uk confirming that the Special Resolution proposed is agreed. Please enter "Articles of Association Resolution" in the e-mail subject box.

Electronic Signature

Electronic signature by the duly authorised signatory is permitted provided that the authentication requirements set out in section 1146 of the Companies Act are complied with to confirm the identity of the signatory.

2. If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.