

13 April 2019

## Special Resolutions



These special resolutions were passed at the general meeting of RZZT CIC (UK company number 10951485) which was duly convened online on Saturday 13 April 2019.

### Special Resolution 2019-9: Appointment of Directors

The members of RZZT CIC resolve to amend Articles 23.3 and 23.4 of the Articles of Association to read:

- 23.3 Subject to these articles, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director
- (a) by ordinary resolution; or
  - (b) by a decision of the Directors,
- but no more than 50% of the Members may be Directors ("Member-Directors") at the same time, reckoned according to the total number of members at the time of the most recent appointment of a Member as a Director.
- 23.4 Subject to Article 23.3, in the event that ordinary resolutions are proposed that would, if all were passed, result in the appointment of more than 50% of the Members as Directors, the Member-Directors shall be determined by an election in which all current and proposed Member-Directors shall be candidates, using a written and open optional-preferential ballot counted using the instant run-off method according to which:
- (a) any candidate who has been ranked by at least 50% of the votes cast shall be eligible to be appointed or remain as a Member-Director;
  - (b) each of the most preferred candidates shall be deemed to have been appointed as a Member-Director by ordinary resolution or shall remain as a Member-Director; and
  - (c) each of the remaining candidates shall be deemed to have been removed as a Member-Director by ordinary resolution or shall not be appointed as a Member-Director.

Meeting chair