

Company number: 02121693

The Companies Act 2006
Company not having a share capital
Special Resolution of
Springboard Southwark Trust (the "Company")

Circulation date: June 2013

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, and subject to the consent of the Charity Commission pursuant to section 198 of the Charities Act 2011, the directors of the Company propose that the following resolutions are passed as written special resolutions (the "Resolutions"):

Special Resolutions

- 1 That the Company's Memorandum of Association is amended as follows:
 - 1.1 Paragraph 3(A) is deleted in its entirety and replaced with:
 - "(i) *the advancement of citizenship and community development for the public benefit through the promotion of volunteering including (but without limitation) in the fields of education, social care and the environment; and*
 - (ii) *the advancement of education and training including (but without limitation) of persons who, due to their social or economic circumstances or otherwise, are in need and unable to gain employment in the United Kingdom."*
 - 1.2 The full-stop at the end of paragraph 4(D) is replaced with a semi-colon and paragraph 4 is further amended by the addition of a new sub-paragraph as follows:

"(E) *to or for the benefit of CSV for its charitable objects, whether by way of grant or otherwise."*
 - 1.3 A new paragraph 5 is inserted after paragraph 4, with subsequent paragraphs and any related cross references being amended as required:
 - 1 4 "5. *Conflicts of Interest*
 - 5.1 *A member of the Council has a duty under the Companies Act 2006 to avoid a situation or matter (including a transaction or arrangement with the Association) in which he / she has, or can have, a conflict of interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Association could take advantage of the property, information or opportunity).*
 - 5 2 *Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in Article 5.1 does not apply to a conflict of interest arising in relation to any situation or matter or any transaction or arrangement between the Association and.*

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5.2.1 *CSV Springboard where any member of Council is also a trustee of CSV Springboard; or*

5.2.3 *CSV where any member of Council is also a trustee of CSV provided that he or she only acts in his or her capacity as a trustee of CSV in relation to the relevant situation, matter, transaction or arrangement in accordance with any authorisation (including any dis-application of such duty under section 181(3) of the Companies Act 2006) provided for by or under the relevant provisions of CSV's articles of association "*

2 That the Company's articles of association are amended as follows:

2.1 Article 1 is amended by the addition of the following definitions:

"CSV *The charitable company limited by guarantee with charity number 291222, company number 01435877 and registered office at 237 Pentonville Road, London, N1 9NJ;* and

"CSV Springboard *The charitable company limited by guarantee with company number 8500761 and registered office at 237 Pentonville Road, London, N1 9NJ*".

2.2 Article 4 is deleted in its entirety and replaced with the following:

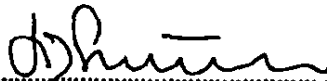
"The sole member of the Association is CSV."

Agreement

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


The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of CSV


1.6.13

Date

Signed



Name

Bruce Moore

Date

6.6.13

Signed

Name

Matthew Nicholas

Date

Signed

Name


John Bullough

Date

6-6-13
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Notes

- 3 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. You can return it to the Company by hand, by post (marked for the attention of Clare Parry) or by email to cparry@csv.org.uk.

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