

Company number: 2396224

**SPECIAL RESOLUTION
OF
LLAMAU LIMITED ("Company")**

THURSDAY



A216X3UJ
A16 31/01/2013 #32
COMPANIES HOUSE

Passed on Saturday 26th January 2013

At a general meeting of the Company duly convened and held at 23 - 25 Cathedral Road, Cardiff, CF11 9HA on Saturday 26th January 2013 at 9 30am the following resolutions were duly passed -

SPECIAL RESOLUTIONS

- 1 **That** the Memorandum of Association of the Company be altered by deleting paragraph 3 in its entirety and inserting the following -

"3 The Company's objects are to promote the welfare and well being of people in need in the United Kingdom by assisting such persons in such manner or way as the Company shall from time to time think fit and in particular to meet the individual's holistic needs by provision of support services primarily in the areas of accommodation, advice, advocacy, education, training, counselling and the reduction and prevention of offending "
- 2 **That** the Memorandum of Association be altered by renumbering the current paragraph 4 as 5, 5 as 6, 6 as 7 and 7 as 8
- 3 **That** the Memorandum of Association of the Company be altered by inserting the following after paragraph 3 -

"4 The Company has the power to do anything which is calculated to further the above objects or is conducive or incidental to doing so In particular, the Company has the power -

(a) To construct, purchase, take on lease or in exchange or otherwise provide houses, flats or residential accommodation for persons in whose welfare the Trust may be interested and to improve or encourage the construction or improvement of such houses, flats or living accommodation

(b) To manage and maintain any land, buildings or other property as aforesaid and to collect rents and contributions for accommodation provided and other income and to supply to tenants and occupiers and others

refreshments, attendance, fuel, light, laundry and electric conveniences

- (c) To accept donations, gifts, exchequer and local authority contributions to be used for the purpose of providing and maintaining homes and dwellings for the relief of people in need and such other activities as the Company may from time to time undertake provided always that any and all such other activities shall be compatible with and conducted in accordance with the Company's Objects
- (d) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit
- (e) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit
- (f) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company
- (g) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments
- (h) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company
- (i) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects
- (k) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects
- (l) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company
- (m) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

- (n) To subscribe to, become a member of, or amalgamate or cooperate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body
- (o) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company
- (p) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate
- (q) To pay all or any expenses incurred *in* connection with the promotion, formation and incorporation of the Company
- (r) To do all such other lawful things as are necessary for the attainment of the above objects or any of them

Provided that -

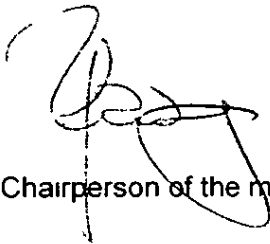
(a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

(b) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(c) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity

Commissioners over such Council of Management or Governing Body but they shall as regards any such property to be subject jointly and separately to such control or authority as if the Company were not incorporated "

Signed

A handwritten signature in black ink, consisting of a large, stylized 'Z' or 'S' shape followed by a horizontal line and a loop.

Chairperson of the meeting