

## YELDALL CHRISTIAN CENTRES – COMPANY NO. 2482048

### SPECIAL RESOLUTION

THURSDAY



A03      \*A900M922\*      12/03/2020      #352  
COMPANIES HOUSE

On Wednesday 4th of March 2020, at an Extraordinary General Meeting held at Yeldall Manor (Bear Lane, Hare Hatch, Reading RG10 9XR) the following special resolution was agreed and passed by the members:

That Clause 4 of the current Memorandum and Articles of Association of Yeldall Christian Centre be deleted and replaced with the following, and that all subsequent clauses are renumbered appropriately and that these changes be duly endorsed with immediate effect, permission for such changes having already been given by the Charity Commission.

#### 4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
  - (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
  - (c) Nothing in this Memorandum of Association shall prevent the payment in good faith by the company of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
  - (d) A director may not receive any other benefit or payment unless it is authorised by article 5.
- (3) Subject to article 5, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

#### 5. Benefits and payments to charity directors and connected persons

##### (1) General provisions

No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

#### **Scope and powers permitting directors' or connected persons' benefits**

- (2)
- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
  - (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
  - (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
  - (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  - (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

#### **Payment for supply of goods only – controls**

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - (f) The reason for their decision is recorded by the directors in the minute book.
  - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 5.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' means:

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;.

(4) an institution which is controlled –

(a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or

(b) by two or more persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which –

(a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

(c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

Signed:



Susan Hedger, Company Secretary      10/3/20