

Company number 03142500

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

ST JOSEPH'S COLLEGE LIMITED (Company)

THURSDAY



A07 *A2AFW1IH* 13/06/2013 #30
COMPANIES HOUSE

2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by deleting in its entirety Clause 4 of the Company's Memorandum of Association (to be treated as provisions of the Company's articles of association pursuant to section 28 of the Act) and replacing it with the following new article which shall appear in the Company's articles of association as new article 23:-

23. Application of Income and Property

- 23 1 The income and property of the Company shall be applied solely towards the promotion of the Company's objects.
- 23 2 1 A director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- 23 2 2 A director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- 23 2 3 A director may receive an indemnity from the Company in the circumstances specified in article 21
- 23 3 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company This does not prevent a member who is not also a director receiving

- 23.3 1 a benefit from the Company in the capacity of a beneficiary of the Company;
- 23.3 2 reasonable and proper remuneration for any goods or services supplied to the Company.
- 23.4.1 No director or connected person may.
- 23 4 1 1 buy any goods or services from the Company on terms preferential to those applicable to members of the public,
- 23 4.1.2 sell goods, services, or any interest in land to the Company;
- 23.4.1.3 be employed by, or receive any remuneration from, the Company;
- 23 4 1.4 receive any other financial benefit from the Company,
- unless
- 23 4.1 4 1 the payment is permitted by article 23 4 2; or
- 23.4 1 4 2 the directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 23.4 2 1 A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the directors do not benefit in this way
- 23 4 2 2 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 Company where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
- 23 4 2 3 A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors
- 23 4 2 4 A director or connected person may receive rent for premises let by the director or connected person to the Company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 23 4 2 5 The directors may arrange for the purchase, out of the funds of the Company, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993

- 23.4.2.6 A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public
- 23.5 In this clause 23 -
- 23.5.1 "Company" shall include any other company in which the Company
- holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more directors to the board of that company
- 23.5.2 "Connected person" means:
- 23.5.2.1 a child, parent, grandchild, grandparent, brother or sister of the director,
- 23.5.2.2 the spouse or civil partner of the director or of any person falling within paragraph 23.5.2.1 above;
- 23.5.2.3 a person carrying on business in partnership with the director or with any person falling within paragraph 23.5.2.1 or 23.5.2.2 above,
- 23.5.2.4 an institution which is controlled -
- 23.5.2.4.1 by the director or any connected person falling within paragraph 23.5.2.1, 23.5.2.2, or 23.5.2.3 above; or
- 23.5.2.4.2 by two or more persons falling within sub-paragraph 23.5.2.4.1 when taken together,
- 23.5.2.5 a body corporate in which:-
- 23.5.2.5.1 the director or any connected person falling within paragraphs 23.5.2.1 to 23.5.2.3 has a substantial interest, or
- 23.5.2.5.2 two or more persons falling within sub-paragraph 23.5.2.4.1 who, when taken together, have a substantial interest
- 23.5.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on
hereby irrevocably agrees to the Resolution

Signed by
Date

D. Grace
20 February 2012

Signed by
Date

Clinty Nelson
20.2.12

Signed by
Date

Stephine Lea
20/2/12

Signed by
Date

Conlin
12/3/12

Signed by
Date

Li Hone
12/03/12

Signed by
Date

Green
12/03/12

Signed by
Date

PCL
12/3/12

Signed by
Date

Malcolm
26/3/12

Signed by
Date

James
26/3/12

Signed by
Date

Malcolm
18-6-2012

NOTES

1 If you agree with the 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 [NAME AND ADDRESS]
- **Post** returning the signed copy by post to [NAME AND ADDRESS]
- **Fax**: faxing the signed copy to [FAX NUMBER] marked "For the attention of [NAME]"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [E-MAIL ADDRESS]. Please enter "Written resolutions dated [CIRCULATION DATE]" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless, by [LAPSE DATE], sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date