

**Company No 4150037**  
**GROUNDWORK SOUTH TEES LTD**

At an Extraordinary General Meeting of the Company held at the Registered Office of the Company, Linthorpe Cemetery Lodge, Burlam Road, Linthorpe, Middlesbrough, TS5 5AP, on Friday 8<sup>th</sup> December 2006 at 2.00pm the following Resolutions were passed as Special Resolutions.

1. THAT clause 3 of the Memorandum of Association be deleted and replaced by the following new Clause 3:

**"3. Objects**

*The objects of the Company are:*

- 3.1 *to promote the conservation, protection and improvement of the physical and natural environment in the borough of Middlesbrough, the borough of Redcar and Cleveland and the borough of Stockton-on-Tees (the "Area of Benefit");*
- 3.2 *to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for those living in or working in or resorting to the Area of Benefit;*
- 3.3 *to advance public education in environmental matters and other ways of better conserving, protecting and improving the same wheresoever;*
- 3.4 *to promote, for the public benefit, urban and rural regeneration in areas of social and economic deprivation in the Area of Benefit by:*
  - 3.4.1 *the relief of poverty in such ways as may be thought fit;*
  - 3.4.2 *the relief of unemployment in such ways as may be thought fit including assistance to find employment;*
  - 3.4.3 *the advancement of education, training or re-training particularly amongst unemployed people and providing unemployed people with work experience;*
  - 3.4.4 *the provision of financial assistance, technical assistance, or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help*
    - (i) *in setting up their own business; or*

(ii)



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- 3.4.5 *the creation of training and employment opportunities by the provision of work space, buildings and/or land for use on favourable terms;*
- 3.4.6 *the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing;*
- 3.4.7 *the maintenance, improvement or provision of public amenities;*
- 3.4.8 *the preservation of buildings or sites of historic or architectural importance;*
- 3.4.9 *the provision or assistance in the provision of recreational facilities for the public at large and/or those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;*
- 3.4.10 *the protection or conservation of the environment;*
- 3.4.11 *the provision of public health facilities and child care;*
- 3.4.12 *the promotion of public safety and prevention of crime;*
- 3.4.13 *such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners for England and Wales."*

2. THAT the following new clause be inserted after Clause 5.6 in the Company's Memorandum of Association:

*"5.7 of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf; except that at no time shall a majority of the Directors benefit under this provision and provided that any such Director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion."*



Anthony James Wentworth  
Secretary