

The Learning Curve (Voluntary Sector Development) (the Charity)

Company registration number: 04324686

Special resolution

THURSDAY



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30/07/2015

#174

COMPANIES HOUSE

- 1 **That** the constitution of the Charity be amended as follows
- 1 1 **That** clause 5(4)(c) of the part of the constitution headed "Memorandum of Association" be amended by deleting the words "except where supplying goods or services procured in accordance with Learning Curve's procurement policy,"
- And **that** the part of the Charity's constitution headed "Articles of Association of The Learning Curve (Voluntary Sector Development)" be amended as follows
- 1 2 **That** the definition of "the Act" in article 1 be amended by deleting "1985" and replacing it with "2006",
- 1 3 **That** article 1 be amended to include a new definition after the definition of "the Commission" as follows
- "electronic form" has the meaning given in section 1168 of the Act,"
- 1 4 **That** article 1 be amended to include a new definition after the definition "the Directors" as follows
- "the Parent" means Selwood Housing Society Limited, a charity with registered number 04168336,"
- 1 5 **That** article 1 be amended by deleting the word "and" after the words "the United Kingdom" means Great Britain and Northern Ireland," ,
- 1 6 **That** article 1 be amended to include a new definition after the definition "the United Kingdom" as follows
- "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise, and",
- 1 7 **That** the wording in article 2 be deleted in its entirety and replaced with the following
- "2 The Parent shall be the sole member of the Charity ",
- 1 8 **That** the wording in article 3 be deleted in its entirety and replaced with the following
- "3 There shall be one class of member ",
- 1 9 **That** article 4 be deleted in its entirety and replaced with the following
- "4 The Parent's membership may not be terminated ",
- 1 10 **That** article 5 be deleted in its entirety and replaced with the following

"5 The Directors or the Parent may call a general meeting at any time "

1 11 **That** article 6 be deleted in its entirety and replaced with the following

"6 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days for all general meetings ",

1 12 **That** article 7 be deleted in its entirety and replaced with the following

"7(1) A general meeting may be called by shorter notice if it is so agreed by the Parent

(2) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted If the meeting is to be an annual general meeting, the notice must say so

(3) The notice must be given to the Parent and to the Directors and auditors "

1 13 **That** article 9(2) be deleted in its entirety and replaced with the following

"A quorum is a duly authorised representative of the Parent " ,

1.14 **That** article 9(3) be deleted in its entirety,

1 15 **That** the article 10(2) be amended by inserting at the end of the sentence the words "to all those entitled to notice of the adjourned meeting ",

1 16 **That** article 10(3) be deleted in its entirety and replaced with the following

"10(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the meeting shall be dissolved "

1 17 **That** article 11(1) be deleted in its entirety and replaced with the following

"11(1) General meetings shall be chaired by a duly authorised representative of the Parent ",

1 18 **That** article 11(2) be deleted in its entirety and replaced with the following

"11(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the meeting shall be adjourned to such time and place as the Directors shall determine ",

1 19 **That** article 11(3) be deleted in its entirety,

1 20 **That** article 11(4) be deleted in its entirety,

1 21 **That** article 12(1) be deleted in its entirety and replaced with the following

"The Parent may resolve that the meeting shall be adjourned ",

1 22 **That** article 12(2) be deleted in its entirety and replaced with the following

"The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified by the Parent ",

- 1 23 **That** article 12(4) be amended by deleting the words "by a resolution of the members" after the words "If a meeting is adjourned", and inserting at the end of the sentence "to all those entitled to receive notice of the adjourned meeting ",
- 1 24 **That** article 13 be deleted in its entirety and replaced with the following
"13 A written resolution may be passed in accordance with the provisions of the Act "
- 1 25 **That** article 14 be deleted in its entirety and replaced with the following,
"14 On any matter to be decided at a general meeting, the Parent shall have 100% of the votes ",
- 1 26 **That** article 15 be deleted in its entirety and replaced with the following,
"15 The Parent may nominate any person to act as its representative by notice in writing to the Charity "
- 1 27 **That** articles 16 to 18 inclusive be deleted in their entirety and the remaining articles renumbered accordingly,
- 1.28 **That** article 19 (renumbered as article 16) be deleted in its entirety and replaced with the following
"16(1) A director must be a natural person aged 16 years or older
(2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 24 ",
- 1 29 **That** article 21 (renumbered as article 18) be deleted in its entirety and the remaining articles renumbered accordingly;
- 1.30 **That** article 24 (renumbered as article 20) be deleted in its entirety and replaced with the following
"Removal from office
20 Notwithstanding any other provision of these Articles the Parent may by notice in writing to the Charity remove any Director from office Any such removal shall take effect on delivery of such notice or at such later time as may be stated in such notice "
- 1 31 **That** article 25 (renumbered as article 21) be deleted in its entirety and be replaced with the following,
"21(1) Unless otherwise determined by the Parent, each Director shall be appointed for a fixed term of three years At the end of such a term of office, a Director shall cease to be a Director but may, subject to Article 21(2), be reappointed
(2) No Director may serve for more than three consecutive fixed terms except where the Parent agrees that exceptional circumstances exist where it is in the best interest of the Charity for a Director to be appointed for a further term

(3) For the purposes of Article 21(1) those Directors who are in office at the date of adoption of these Articles (other than a Director most recently appointed by resolution of the Directors) shall be deemed to have been appointed on the date on which they were most recently appointed to the Board "

- 1 32 **That** article 26 (renumbered as article 22) be deleted in its entirety and be replaced with the following

"22 Notwithstanding any other provision of these Articles the Parent may by notice in writing to the Charity appoint any person to be a Director Any such appointment shall take effect on delivery of such notice or at such later time as may be stated in such notice

- 1 33 **That** article 27 and article 28 (renumbered as article 23 and 24 respectively) be deleted in their entirety and the remaining articles be renumbered accordingly,

- 1 34 **That** article 29 (renumbered as article 23) be deleted in its entirety and be replaced with the following

"23 At any time when the number of Directors is fewer than the maximum number permitted under these Articles, the Directors may appoint a person who is willing to act to be a Director ",

- 1 35 **That** article 30 (renumbered as article 24) be deleted in its entirety and the remaining articles be renumbered accordingly,

- 1 36 **That** article 31(3) (renumbered as article 24(3)) be deleted in its entirety and the remaining provisions of that article 31 be renumbered accordingly,

- 1 37 **That** article 31(5) (renumbered as article 24(4)) be amended by deleting the word "or" at the end of the sentence,

- 1.38 **That** article 31(6) (renumbered as article 24(5)) be amended by replacing the full stop at the end of the sentence with ", or",

- 1 39 **That** a new article 24(6) be inserted as follows

"is removed by the Parent pursuant to Article 20 ",

- 1 40 **That** article 32 (renumbered as article 25) be amended by deleting "unless it is authorised by clause 5 of the Memorandum "

- 1 41 **That** article 34 (renumbered as article 27) be deleted in its entirety and replaced with the following

"27(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made

(2) The quorum shall be three or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors, provided at least one Director appointed by the Parent must be present in order to form a quorum

(3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote "

1 42 **That** article 36(1) (renumbered as article 29(1)) be deleted in its entirety and replaced with the following

"The Parent shall appoint a Director to chair meetings of the Directors and may at any time revoke such appointment " ,

1 43 **That** article 38 (renumbered as article 31) be deleted in its entirety and replaced with the following

"31(1) The Directors may delegate any of their powers or functions to the Parent or to any committee(s), officer(s) or employee(s) of the Parent or of the Charity The terms of any delegation must be recorded in the minute book

(2) The Directors may impose conditions when delegating, including the conditions that • the relevant powers are to be exercised exclusively by the Parent or by the committee(s), officer(s) or employee(s) to whom they delegate, • no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors

(3) The Directors may revoke or alter a delegation

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors "

1 44 **That** article 39 (renumbered as article 32) be deleted in its entirety and replaced with the following

"32 (a) A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

(b) For the purposes of section 175 of the Act, as amended, consolidated or re-enacted from time to time, the Directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach by a Director of the duty to avoid conflicts of interest set out in that section of the Act Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties

(c) Authorisation of a matter under Article 32(b) shall be effective only if

- the matter in question shall have been proposed in writing for consideration by the directors, or in such other manner as the directors may determine,
- any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other Interested Director (together, the "Interested Directors"), and
- the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted

(d) Unless otherwise determined by the Directors (excluding the Interested Directors), any authorisation of a matter under Article 32(b) shall extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised

(e) Any authorisation of a matter under Article 32(b) shall be on such terms and/or conditions as the Directors (excluding the Interested Directors) may determine, whether at the time such authorisation is given or subsequently and may be varied or terminated by the Directors (excluding the Interested Directors) at any time. Such terms or conditions may include (without limitation) terms and conditions as to the duration, renewal and/or revocation of the authorisation, and/or the exclusion of the Interested Directors from all information and discussion of the matter in question. A Director shall comply with any obligations imposed on him by the Directors (excluding the Interested Directors) pursuant to any such authorisation

(b) For the purposes of sections 175 and 180(4) of the Act and for all other purposes, it is acknowledged that a Director may be or become subject to a conflict of interest as a result of him also being a member, employee, officer, representative, director, co-optee or committee member of the Parent or any other subsidiary of the Parent. No director shall be in breach of the duty to avoid conflicts of interest in section 175 of the Act as a result of, and no authorisation is required in respect of, any conflict of interest envisaged by this article having arisen or existing in relation to him ",

1 45 That article 40 (renumbered as article 33) be deleted in its entirety and replaced with

"33(1) Subject to paragraph 33(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director

- who was disqualified from holding office,
- who had previously retired or who had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if without
- the vote of that Director, and
- that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting

(2) Paragraph 33(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 33(1), the resolution would have been void, or if the Director has not complied with article 32 "

1 46 That article 42 (renumbered as article 35) be deleted in its entirety and replaced with the following

"35(1) The Directors must keep accounting records and prepare for each financial year accounts as required by the Act

(2) Accounting records relating to the company must be made available for inspection by any Director or by the Parent at any reasonable time during normal office hours "

1 47 **That** article 44 (renumbered as article 37) be deleted in its entirety and replaced with the following

"Any notice to be given to or by any person pursuant to the articles must be in writing ",

1 48 **That** article 46 (renumbered as article 39) be amended be deleted in its entirety and replaced with the following

"The Parent, if present by a duly authorised representative in person at any meeting of the Chanty shall be deemed to have received notice of the meeting and of the purposes for which it was called "

1.49 **That** article 47(3)(b) (renumbered as article 40(3)(b)) be deleted in its entirety and replaced with the following

"(b) in the case of an electronic communication, one hour after it was sent provided that no transmission notification of non-delivery or error has been received by the person transmitting the communication and the transmission is to the electronic communication address or number last notified by that person to the Secretary ",

1 50 **That** article 49 (renumbered as article 42) be deleted in its entirety and replaced with the following

"42(1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Chanty

(2) The bye laws may regulate the following matters but are not restricted to them

(a) the setting aside of the whole or any part or parts of the Chanty's premises at any particular time or times or for any particular purpose or purposes,

(b) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles,

(c) generally, all such matters as are commonly the subject matter of company rules

(3) The Parent has the power to alter, add to or repeal the rules or bye laws

(4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the Parent

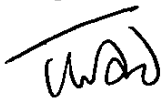
(5) The Parent has the right to amend or rescind any rules or bye laws set by the Directors from time to time No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles "

1 51

And that this resolution shall not take effect until Selwood Housing Society Limited (**Selwood**) has obtained all consents which Selwood considers necessary or desirable (including any consents required by Selwood's lenders) in respect of the Chanty amending its constitution on the terms of this resolution **and that** this resolution shall take effect on the date on which the [Chief Executive] of Selwood confirms in writing to the Chanty that it has obtained all such consents and that this resolution should take effect, **and that** if no such confirmation is given on or before 30 September 2015, this resolution shall cease to have effect

I confirm that this resolution was unanimously agreed by members at an Extraordinary General Meeting on 22nd July 2015

Signed



Tim Ward

Company Secretary

Certified as true copy

*Tim Ward -
22 July 2015*