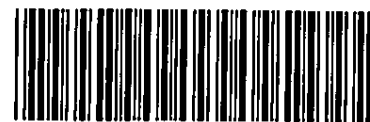


Registered Company Number: 4421138

Registered Charity Number: 1094458

TUESDAY



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05/08/2008

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COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**SPECIAL RESOLUTION**  
**OF**  
**ST MARTIN'S CENTRE FOR HEALTH AND HEALING (THE "COMPANY")**

On the 28th day of July 2008 the following resolution was duly passed as a special resolution by way of written resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006

- 1 THAT the Articles of Association of the Company be altered
  - 1 1 By replacing the definition of "the Act" in Article 1 1 with the following new definition of "the Act"

" "the Act" means the Companies Act 1985 and the Companies Act 2006 (in each case as amended or re-enacted and to the extent in force from time to time)"
  - 1 2 By adding a new definition of "address" in Article 1 1 in the following form after the definition of "the Act"

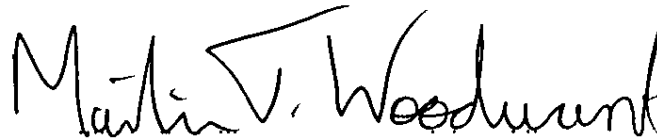
" "address" means a postal address or, for the purposes of electronic communication, a fax or email address"
  - 1 3 By deleting the definitions of "AGM" and "EGM" from Article 1 1
  - 1 4 By replacing the definition of "General Meeting" in Article 1 1 with the following new definition of "General Meeting"

""General Meeting" means a general meeting of the Company"
  - 1 5 By deleting Article 3 1 and substituting in its place a new Article 3 1 in the following form

"3 1 Subject to Article 2, the PCC may appoint five persons as Church Company Members, all of whom must be on the electoral roll of the Church or be members of the clergy of the Church, and of whom one must be the Assistant Rector or Team Vicar of the Church or his nominated representative"
  - 1 6 By deleting the words "(subject to Articles 3 1 1 and 3 1 2)" in Article 5 1 3 and including in their place the words "(subject to Article 3 1)"

- 1 7 By deleting Articles 6 and 7 and by substituting in their place new Articles 6 and 7 in the following form
- “6 GENERAL MEETINGS
- All General Meetings shall be called General Meetings notwithstanding the business of the meeting
- 7 CALLING GENERAL MEETINGS
- 7 1 The Directors may call a General Meeting at any time If there are insufficient Directors available to form a quorum at a Board Meeting to call a General Meeting it may be called in the same way as a Board Meeting
- 7 2 If required to do so by the Company Members pursuant to section 303 of the Companies Act 2006, the Directors shall call a General Meeting in accordance with the provisions of that Act ”
- 1 8 By deleting Article 8 1 and substituting in its place a new Article 8 1 in the following form
- “8 1 A General Meeting must be called by at least fourteen clear days' notice ”
- 1 9 By deleting Article 8 2 and renumbering Articles 8 3 to Article 8 9 accordingly
- 1 10 By deleting Article 8 2 (as renumbered) and including in its place a new Article 8 2 in the following form
- “8 2 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of the Company Members having the right to attend and vote at the General Meeting in question who together hold not less than 90% of the total voting rights ”
- 1 11 By deleting Article 8 3 (as renumbered) and including in its place a new Article 8 3 in the following form
- “8 3 The notice must specify -
- 8 3 1 The time, date and place of the General Meeting, and
- 8 3 2 The general nature of the business to be transacted ”
- 1 12 By adding at the end of Article 9 2 the words “present in person or by proxy”
- 1 13 By adding a new Article 14 7 in the following form after Article 14 6
- “14 7 Every notice convening a General Meeting shall comply with the provisions of section 325(1) of the Companies Act 2006 as to the giving of information to Company Members in relation to their right to appoint proxies ”
- 1 14 By deleting Article 15 1 and including in its place a new Article 15 1 in the following form

- "15 1 A written resolution passed by the Company Members in accordance with the provisions contained in the Companies Act 2006 shall have effect as if passed by the Company in General Meeting "
- 1 15 By deleting from Article 20 1 the words "under section 317 of the Act before the matter is discussed by the Board" and substituting in their place the words "in accordance with the Act"
- 1 16 By deleting from Article 22 3 the words "the interests of the Company's employees (if any) as well as those of the Beneficiaries" and substituting in their place the words "their duties under the Act"
- 1 17 By deleting from Article 32 1 the words "Part VII of the Act" and substituting in their place the words "Part 15 of the Companies Act 2006"
- 1 18 By deleting from Article 32 1 3 the words "Parts VII and XI of the Act" and substituting in their place the words "Part 16 of the Companies Act 2006"
- 1 19 By adding a new Article 35 3 3 after Article 35 3 2 and renumbering the current Articles 35 3 3 and 35 3 4 as Articles 35 3 4 and 35 3 5 respectively
- "35 3 3 by giving it using electronic communications to the Company Member, Director or auditor's address,"
- 1 20 By deleting from Article 35 4 the words "Notices under Article 35 3 2 to 35 3 4" and including in their place the words "Notices under Article 35 3 2 to 35 3 5"



**Director**