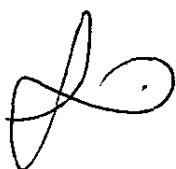


On behalf of the Charity Commission
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.



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Certified to be a true and exact
copy of the original document

Company Number: 04618713

Charity Number: 1097271


Solicitor for Lee-Bolton Monier-Williams (solicitors)

BRITISH SAFETY COUNCIL SERVICES

SPECIAL RESOLUTIONS

Pursuant to Section 378(2) of the Companies Act 1985

At an Extraordinary General Meeting of the above Company held at Goldsmiths' Hall, Foster Lane, London EC2V 6BN on 28th November 2008 the following Resolutions were passed as Special Resolutions:

That clauses 3, 4, 5, 6, 7 and 8 in the Memorandum of Association of the Company shall be replaced by the following clauses:-

"3 The charity's objects ("the Objects") are to promote for the public benefit:-

- (1) the health and safety of people and the general public and the prevention of accidents, injury and disease;
- (2) the protection of people and property from, and the prevention and solution of, criminal acts;
- (3) environmental protection and improvement;
- (4) sustainable development.

4 (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

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behalf of the Charity Commission
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(d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

(j) to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(k) to provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(l) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;

(m) to make awards either alone or jointly with other bodies or organisations to individuals and organizations relating to the promotion of safety

(n) confer, consult, communicate and disseminate information on any material (free of charge or otherwise) to other bodies having similar objects relating to the promotion of safety

(o) organise and assist in the provision of conferences, courses of

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instruction, exhibitions, lectures and other educational activities

- (p) publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media
- (q) promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available
- (r) provide or procure the provision of counseling and guidance
- (s) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake
- (t) provide and assist in the provision of money, materials or other help
- (u) to assist in the establishment of Neighbourhood Watch schemes and encouragement of greater public participation in prevention and solution of crime
- (v) to research new techniques in crime prevention and publish and implement the useful results of such research
- (w) to educate people (which for these purposes shall include firms, companies and other organisations resident in and/or carrying on business in the United Kingdom or elsewhere) and disseminating useful knowledge and information about measures, methods, precautions and best practice for ensuring such ends;
- (x) distributing those course materials to training organisations, arranging and carrying out examinations of candidates, marking exam papers, passing candidates who achieve the requisite pass mark and making awards to successful candidates;
- (y) disseminating know-how, experience and other information gained from persons, firms, companies and other organisations to whom awards are made in respect of the measures, methods and precautions they take to promote safety;
- (z) the preservation, conservation and protection of the environment and the prudent use of resources;
- (aa) the promotion of sustainable means of achieving economic growth and regeneration;
- (bb) to do all such other lawful things as are necessary for the achievement of the Objects.

(2) The liabilities referred to in sub-clause (1)(k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
- (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

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- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.
- 5
- (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) Subject to the restrictions in sub-clause 4, a Director may benefit from trustee indemnity insurance cover purchased at the charity's expense.
 - (c) A Director may receive an indemnity from the charity in the circumstances specified in Article 49.
 - (3) 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.
 - (4) No Director may:
 - (a) buy any goods or services from the charity;
 - (b) sell goods, services, or any interest in land to the charity;

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- (d) receive any other financial benefit from the charity;
unless:
- (i) the payment is permitted by sub-clause (5) of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the charity or;
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) (i) A Director may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (ii) A Director may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
 - (iii) A Director may receive interest on money lent to the charity 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.
 - (iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - (v) A Director may receive rent for premises let by the Director to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Directors may arrange for the purchase, out of the funds of the charity, 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.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;

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(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(6) In sub-clauses (2)-(5) of this clause 5:

(a) "charity" shall include any company in which the charity:

- 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 the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.

(7) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this memorandum or the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (c) the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

6 The liability of the members is limited.

7 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the

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debts and liabilities of the charity incurred before he or she ceases to be a member,
and of the costs charges and expenses of winding up, and the adjustment of the rights
of the contributories among themselves.

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(1)

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The members of the charity may at any time before, and in expectation of, its
dissolution resolve that any net assets of the charity after all its debts and
liabilities have been paid, or provision has been made for them, shall on or
before the dissolution of the charity be applied or transferred in any of the
following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the
Objects; or
- (c) to any charity for use for particular purposes that fall within the
Objects.

- (2) Subject to any such resolution of the members of the charity, the Directors of
the charity may at any time before and in expectation of its dissolution resolve
that any net assets of the charity after all its debts and liabilities have been
paid, or provision made for them, shall on dissolution of the charity be applied
or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the
Objects; or
- (c) to any charity or charities for use for particular purposes that fall
within the Objects.

- (3) In no circumstances shall the net assets of the charity be paid to or distributed
among the members of the charity (except to a member that is itself a charity)
and if no such resolution is passed by the members or the Directors the net
assets of the charity shall be applied for charitable purposes as directed by the
court or the Commission.

Dated :.....28.11.08.....

Signed.....

MRS NINA WRIGHTSON- CHAIR on behalf of the British Safety Council - company
number 4618713 the sole corporate member

Signed.....
MRS SANDRA MORAG RADFORD

Signed.....
DR DAVID ROBERT WOODWARK

Signed.....
MS TESSA LEUEEN ANNE KELLY

Signed.....
CHARLES MICHAEL WATCHMAN

Signed.....
MR NIGEL DAVY

Signed.....
MR JOHN PATRICK McNAMARA

(all the above named are the present members of the British Safety Council company number 4618713)

Signed.....*Sandra Morag Radford*.....
MRS SANDRA MORAG RADFORD

Signed.....
DR DAVID ROBERT WOODWARK

Signed.....
MS TESSA LEUEEN ANNE KELLY

Signed.....
CHARLES MICHAEL WATCHMAN

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(all the above named are the present members of the British Safety Council company number
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