

**The Companies Act 1985 and 2006
Company Limited by Guarantee**

Special Resolution

		Company Number	
		5136671	
MONDAY			
		AB8HWHWY	
A03		18/07/2022 #15	
		COMPANIES HOUSE	

The Rivers Trust

At the Annual General Meeting of the Company, duly convened and held on the Zoom platform at:

Rain Charm House, Kyl Cober Parc, Stoke Climsland, Callington, Cornwall

on 6th July 2022

the following **SPECIAL RESOLUTION** was duly passed:

Amendment of Articles

THAT, pursuant to the registration of the Trust as a charity in Ireland, the following Articles of Association be and are hereby approved and that they be adopted, in the case of Articles 1 and 49 in addition to the existing Articles of Association of the Trust; and otherwise in substitution for, and to the exclusion of, the corresponding existing Articles of Association of the Trust (save that the former Article 49 is renumbered as Article 50 in the Index of Articles), which are hereby altered accordingly.

Defined Terms

1.

"Charities Regulatory Authority"	The Charities Regulatory Authority in Ireland
"Ireland"	The Republic of Ireland
"Revenue Commissioners"	The Office of the Revenue Commissioners in Ireland

Charity Powers

4.

(3) To sell, lease, mortgage, guarantee or otherwise dispose of all or any part of the property belonging to the Charity, subject to such consents required by law. Without prejudice to the generality of the foregoing, 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, and the (Irish) Charities Act 2009 (as amended) and/or any other relevant Irish legislation.

(4) To borrow money for the purposes of the Charity on such terms and conditions and on such security, as may be thought fit, subject to consents required by law. Without prejudice to the generality of the foregoing, 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 dispose of mortgaged land, and the (Irish) Charities Act 2009 (as amended) and/or any other relevant Irish legislation.

(14) To provide liability or indemnity insurance for the Trustees and Officers in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 (section 39 of the Charities Act 2006), and the (Irish) Charities Act 2009 (as amended) and/or any other relevant Irish legislation.

Application of Income and Property

5. (2) (b) A Trustee may benefit from trustees' liability or indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 (section 39 of the Charities Act 2006), and the (Irish) Charities Act 2009 (as amended) and/or any other relevant Irish legislation.

Disqualification and removal of Trustees

25. (2) Is disqualified from acting as a Trustee by virtue of:
(a) section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision): and/or
(b) section 55 of the (Irish) Charities Act 2009 (or any statutory re-enactment or modification of that provision).

Prohibition of Trustees' Benefits

35. (4) Receive any other financial benefit from the Charity unless the payment is permitted by Article 36.

Provision of goods and services

36. (1) Unless and until section 89 of the (Irish) Charities Act 2009 becomes operative, which permits charitable organisations entering into arrangements with a Trustee or Connected Person, certain arrangements permissible under sections 73A to 73C of the Charities Act 1993 (sections 36 & 37 of the Charities Act 2006) shall not apply.

(2) A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable rate, which must be below the base rate of a clearing bank used by the Charity from time to time.

(3) A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity if the amount of the rent and the other terms of the lease are and remain more favourable than a corresponding commercial let to a third party.

(6) The Board may arrange for the purchase out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993 (section 39 of the Charities Act 2006), and the (Irish) Charities Act 2009 (as amended) and/or any other relevant Irish legislation.

(7) A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as the general public.

Payment for supply of goods only

37. Until section 89 of the (Irish) Charities Act 2009 becomes operative, which permits charitable organisations entering into arrangements with a Trustee or Connected Person, payment for the supply of goods only shall not be permitted. Once section 89 of the (Irish) Charities Act 2009 becomes operative, payment for the supply of goods shall be permitted if each of the following conditions is satisfied:

- (1) Section 89 of the (Irish) Charities Act 2009 is fully complied with.

(2) The amount or maximum amount of the payment for the goods is set out in a written agreement between:

(a) The Charity; and

(b) The Trustee or Connected Person supplying the goods thereunder to or on behalf of the Charity

(3) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of goods in question.

(4) The Board is satisfied that it is the best interests of the Charity to contract with the Trustee or Connected Person rather than a third party. In reaching its decision the Board must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of so doing.

(5) The Trustee in question does not vote on any such matter and is not counted when calculating if a quorum is present at the Board meeting.

(6) The reason for the Board's decision is recorded in the minute book.

Dissolution

48. (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no such resolution is passed by the Members or the Trustees the net assets of the Charity shall, with the permission of the Charities Regulatory Authority in Ireland, be applied for charitable purposes as directed by the Court or the Charity Commission.

(5) Final accounts will be prepared and submitted (that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer) to the Charities Regulatory Authority in Ireland and, as required the Court and/or the Charity Commission.

Compliance with Irish Legislation and the Revenue Commissioners

49. (1) In order to register and operate in Ireland, the Charity shall, in addition to compliance with UK legislation, comply with the (Irish) Charities Act 2009, as amended and any other relevant Irish legislation, including, without prejudice to the generality of the foregoing, Irish Company law.

(2) Pursuant to achieving charitable tax exemption in Ireland, the Charity shall comply with the following conditions:

(a) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Charity as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the (Irish) Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Charity and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Charity; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Charity and to subscribe or guarantee money for charitable objects.

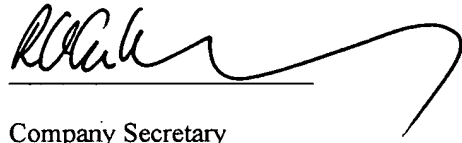
(b) To invest in such ways as shall seem desirable to the Trustees any moneys of the Charity not immediately for the use in connection with its main objects and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may from time to time being imposed or required by law and subject also as hereinafter provided; prior

permission to be obtained from the (Irish) Revenue Commissioners where the Charity intends to accumulate funds over a period in excess of two years for any purposes.

Amendment

50. (1) No addition, alteration, or amendment shall be made to the Charity's Memorandum or Articles of Association for the time being in force, that is a regulated alteration pursuant to section 31 of the Charities Act 2006 or is to remove an express prohibition for paying a Trustee, unless previously submitted to and approved by the Charity Commission and, as required, the Charities Regulatory Authority in Ireland.
- (2) In particular, the name of the Charity shall not be changed without the prior consent of the Charities Regulatory Authority in Ireland.

Signed



Position

Company Secretary

NOTE To be filed within 15 days of the passing of the resolution