

SEPARATOR SHEET





COMMUNITY RESOURCE CENTRE

Making a Difference, Building Community & Working Together to Create a Better Future

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
CHANGE OF MEMORANDUM OF ASSOCIATION

COMPANY NAME: RESURRECTION LIFE CENTRE LTD

COMPANY NUMBER: 06794767

Following the Board of Trustees meeting, we the Trustees of The Resurrection Life Centre Ltd pass the following Special Resolution to amend the Memorandum of Association of the company as follows:

By amending Clause 4 of the present Memorandum of Association to:

BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

4. General provisions

4.1. No director or connected person may:

- 4.1.1. Buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 4.1.2. Sell goods, services, or any interest in land to the charity;
- 4.1.3. Be employed by, or receive any remuneration from, the charity; unless the payment is permitted by sub-clause (4.5) of this article.
- 4.1.4. Receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (4.2) of this article, or authorised by the court or the prior written consent of the charity commission has been obtained.
- 4.1.5. In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value;

unless the payment is permitted by 4.2 or authorised in writing by the Charity Commission.

4.2. Scope and powers permitting directors' or connected persons' benefits

- 4.2.1. A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

4.2.2. A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

4.2.3. Subject to sub-clause (4.3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

4.2.4. A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

4.2.5. A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

4.2.6. A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

provided that where benefits are conferred under Article 4.2, Conflict of Interest Policy must be complied with by the relevant Director in relation to any decisions regarding benefit.

4.3. Payment for supply of goods only – controls

4.3.1. The charity and its directors may only rely upon the authority provided by sub-clause (4.2.3) of this article if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- f) The reason for their decision is recorded by the directors in the minute book.
- g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 4.

4.4. Provided that nothing herein shall prevent any payment in good faith by the charity:

- 4.4.1. Of reasonable and proper remuneration to any member, officer or servant of the charity (not being a member of its directors) for any services rendered to the charity;
- 4.4.2. Of interest at a rate not exceeding 6 per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member of the charity;
- 4.4.3. To any member of its directors of out-of-pocket expenses;
- 4.4.4. To a company of which a member of the charity or of its directors may be a member holding not more than one hundredth part of the capital of such money.

4.5. Subject to article 4.6, a Director may:

- 4.5.1. Be employed by the Charity (other than for acting as a Director);

4.6. The Director may only rely upon the authority provided by Article 4.5 provide each of the following conditions are satisfied:

- 4.6.1. The remuneration or sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
- 4.6.2. The Director is absent from the part of any meeting at which there is a discussion of:
 - a) His or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - b) His or her performance in employment, or his or her performance of the contract; or
 - c) Any proposal to enter into any other contract or arrangement with him or her to confer any benefit upon him or her
- 4.6.3. The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Director is present at the meeting;
- 4.6.4. Save in relation to employing or contracting the Director, the other Directors are satisfied that it is in the interests of the Charity to employ or to enter a contract with that Director rather than with someone who is not a Director. In reaching that decision

the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);

4.6.5. The reason for their decision is recorded by the Directors meeting minutes;

4.6.6. A majority of the Directors then in office have received no such payments or benefit.



Adeseye Atunrase

Director

On behalf of the Board of Trustees

DATED: 17/11/2021

Resurrection Life Centre Ltd

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