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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPASS WELLBEING CIC ("THE COMPANY")**

**Company No: 08451249**

**Circulation Date: 1 November 2018**

THURSDAY



**1. SPECIAL RESOLUTION**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Written Special Resolution:

THAT with effect from and subject to the completion of the transfer of shares in the Company to East London NHS Foundation Trust the articles of association of the Company be amended as follows:

- By deleting article 3 and replacing it with the following:

**3. Asset Lock**

*3.1 The Company shall not transfer any of its assets other than for full consideration.*

*3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:*

- a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body;*
- b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body;*
- c) the payment of dividends in respect of shares in the Company;*
- d) the distribution of assets on a winding up;*
- e) payments on the redemption or purchase of the Company's own shares;*

- f) *payments on the reduction of share capital; and*
- g) *the extinguishing or reduction of the liability of members in respect of share capital not paid up on the reduction of share capital.*

3.3 *The conditions are that the transfer of:*

- a) *assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company; and*
- b) *must not exceed any limits imposed by, or by virtue of, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004.*

- *by deleting article 11 and replacing it with the following:*

**11. Director to take decisions collectively**

*Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 17. In the event of the Company being a single director company, a majority decision is made when that single Director makes a decision. If the company only has one director the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.*

- *By deleting article 22 and replacing it with the following:*

**22.Termination of Director's appointment**

*A person ceases to be a Director as soon as:*

- (a) *that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;*
- (b) *a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;*
- (c) *a composition is made with that person's creditors generally in satisfaction of that person's debts;*
- (d) *notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least one Director will remain in office when such resignation has taken effect);*
- (e) *the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or*

(f) *at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in light of such views.*

- By deleting article 25.3
- By deleting the definition of "Company" in the schedule and replacing it with:

"Company"    Compass Wellbeing CIC

### Agreement

Please read the notes at the end of this document before signifying your agreement to the Written Special Resolution.

The undersigned being persons entitled to vote on the Written Special Resolution on the Circulation Date hereby irrevocably agree to the Written Special Resolution.

Dated this    1    day of *November* 2018

*Lucy Marks*  
.....  
LUCY MARKS

*Azom Murtuza*  
.....  
AZOM MORTUZA

*Pauline O'Halloran*  
.....  
PAULINE RUTH O'HALLORAN