

**THE COMPANIES ACT 1985
SPECIAL RESOLUTION
CITY GATEWAY LTD | Company Number 03760619**

CHANGE OF MEMORANDUM OF ASSOCIATION

In accordance with the Companies Act 2006 which is incorporated in the company's memorandum of association, we the undersigned, being all the members of the company who at the date of this resolution are entitled to attend and vote at general meetings of the company who are not conflicted from voting on this matter, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the company duly convened and held

That article 4 of the Memorandum of Association of the company be modified as follows

- 1 At the beginning of article 4 insert "Without the prior written consent of the Charity Commission"
- 2 In article 4(a), omit "(not being a member of its Council of Management or Governing Body"
- 3 After article 4(e), insert new article 4(f)

"(f) of reasonable and proper remuneration for any goods or services supplied to the company "

The relevant paragraphs of article 4 will read as follows

"4 Without the prior written consent of the Charity Commission the income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company,

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- (f) of reasonable and proper remuneration for any goods or services supplied to the Company "

DATED: 22nd July 2010

THURSDAY



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04/08/2016

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COMPANIES HOUSE

SIGNED

James Bishop_____Received by email "yes" on 12th June 2016

Wei-Lynn-Lum_____Received by email "yes" on 10th June 2016

Rachel Duncombe-Anderson_____Received by email "yes" on 10th June 2016

NOTE: This resolution will be filed with Companies House along with a new copy of the memorandum and articles of association.