

THE COMPANIES ACTS 1948 -2006

SPECIAL RESOLUTION

LITTLE WORLD Ltd Company Number 1731859

ADOPTION OF AMENDMENT TO ARTICLES OF ASSOCIATION

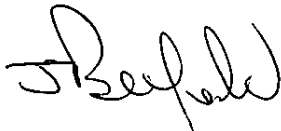
At an Extraordinary General Meeting of the members of the above named company, duly convened and held at the Registered Office of the company at 679 Bacup Road, Waterfoot, Rossendale, Lancashire, BB4 6LU on 23 October 2013 at 6 00 p m

The following Special Resolution was duly passed

That the existing paragraph 37 on Directors remuneration is to be removed and replaced by a new paragraph 37 to meet current Charity Commission requirements

DATED 23 October 2013

SIGNED



Company Secretary



New paragraph 37

Application of income and property

The income and property of the charity shall be applied solely towards the promotion of the Objects

- 37 1 1 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
- 37 1 2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- 37 1 3 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 37 1 4 A director may not receive any other benefit or payment unless it is authorised by the following clauses of this Article

Subject to the following clauses of this Article, 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,

- 37 1 5 A benefit from the charity in the capacity of a beneficiary of the charity,
- 37 1 6 Reasonable and proper remuneration for any goods or services supplied to the charity

37.2 Benefits and payments to directors and connected persons

General provisions

No director or connected person may

- 37 2 1 buy any goods or services from the charity on terms preferential to those applicable to members of the public,
- 37 2 2 sell goods, services, or any interest in land to the charity,
- 37 2 3 be employed by, or receive any remuneration from the charity,
- 37 2 4 receive any other financial benefit from the charity,

unless the payment is permitted by sub paragraph 3 of this article, or authorised by the court or the Charity Commission

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

37.3 Scope and powers permitting director's or connected persons' benefits

- 37 3 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
- 37 3 2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection of 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
- 37 3 3 Subject to sub paragraph 4 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
- 37 3 4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be no more than the Bank of England base rate
- 37 3 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 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 any other terms of the lease are under discussion
- 37 3 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

37.4 Payment for the supply of goods only - controls

The charity and its directors may only rely upon the authority provided by sub paragraph 3 3 of this article if each of the following conditions is satisfied

- 37 4 1 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
- 37 4 2 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
- 37 4 3 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
- 37 4 4 The supplier is absent from the part of any meeting at which there is a 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
- 37 4 5 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
- 37 4 6 The reason for their decision is recorded by the directors in the minute book

37 4 7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 37

In paragraph 3 and 4 of this article a charity includes any company in which the charity

37 4 8 holds more than 50% of the shares, or

37 4 9 controls more than 50% of the voting rights attached to the shares, or

37 4 10 has the right to appoint one or more directors to the board of the company

And a connected person includes

37 4 11 a child, parent, grandchild, grandparent, brother or sister of the director

37 4 12 the spouse or civil partner of the director or of any person falling within clause 11 above,

37 4 13 a person carrying on business in partnership with the director or with any person falling within clause 11 or 12 above,

37 4 14 an institution which is controlled by the director or any connected person falling within clause 11, 12 or 13 above by two or more persons falling within clause 4i) when taken together

37 4 15 a body corporate in which the director or any connected person falling within clauses 1 to 3 has a substantial interest, or

37 4 16 two or more persons falling within clause 15) who, when taken together, have a substantial interest

37 4 17 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article