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30/08/2012

#252

COMPANIES HOUSE

WRITTEN RESOLUTION

of

Environment & Communities Organisation Ltd

Company Number: 08036107

Date:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the company propose that

Resolution 1 be passed as a Special Resolution

SPECIAL RESOLUTION

1. The Articles of Association of the Company shall be amended as follows:

Insert a new Article 6A, to read as follows:

"Restriction on Sale of Assets"

- 6A (1)** The company shall not dispose of any land (or other real property) unless
- i. the disposal is by way of a lease for a term of less than 7 years, or
 - ii the disposal is authorised in advance by the Charity Commission treating the land as a charity asset (but not permanently endowed) and as if it was acting under s117 of the Charities Act 2011
- (2) The Company shall not dispose of any asset (other than a asset covered by Clause 6A(1)) where the value of that asset is greater than £10,000 unless the disposal is authorised in advance by the Charity Commission treating the asset as a charity asset (but not permanently endowed) For the purposes of this clause the value is whichever is the greater of the open market value, the price paid or the value to the specific buyer
- (3) On the transfer of any land (or other real property) to the company the company must
- i Register the land (if it was unregistered before the transfer), and
 - ii Enter a Form N restriction (or suitable alternative) on the registered title to give notice of the restriction on disposition in clause 6A(1)
- (4) No amendment to this clause 6A shall be effective until and unless it is approved by the Charity Commission and evidenced in writing
- (5) This clause is an entrenched provision within the meaning of Section 22 Companies Act 2006 "

AGREEMENT

The undersigned, a person entitled to vote on the above resolution on 20 Aug 2012 hereby irrevocably agrees to the Special Resolution.

Signed by:

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Expiry date:

(28 days after the Date of the Resolution)