On 24 December 2017 and in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the Members of the London Housing Foundation Limited (the Charity) unanimously agreed that the Resolution set out below should be passed as a special resolution.

**Special Resolution**

**THAT** the articles of association of the Charity be and are hereby amended as follows:

(a) That the following articles set out below, be inserted in the Charity’s Articles of Association as articles 4(ii)(c) to 4(ii)(e):

4(ii) (c) reasonable and proper fees or remuneration being made to a director or connected person as consideration for the supply of services (or of goods that are supplied in connection with the provision of services) to the Association where this is permitted in accordance with and subject to the conditions in, sections 185 to 188 of the Charities Act 2011; and

4(ii) (d) reasonable and proper remuneration for any goods or services supplied to the Association on the instructions of the Directors provided that:

i. this does not permit payment to Directors for the service of acting as a Director;

ii. the provision in this clause 4 (ii) d may not apply to more than a minority of the Directors at any time; and

iii. for these purposes this provision shall be treated as applying to a Director if, in relation to that Director, it applies to a person who is a person connected to him or her (as defined in section 188 of the Charities Act 2011); and

4(ii) (e) such other remuneration or benefits as may be approved in advance in writing by the Charity Commission for England and Wales,

(b) That the article set out below be inserted in the Charity’s Articles of Association as the new article 89:
89 Declaration of directors’ interests

89.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.

89.2 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

(c) That the article set out below be inserted in the Charity’s Articles of Association as the new article 90:

90 Conflicts of interests and conflicts of loyalties

90.1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

(c) the unconflicted Directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

90.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

Signed by:
Derek Joseph
Jeremy Swain
Ian Brady
Via Rayner
Nick Hardwich

Simon Dow
Clare Miller
John Stebbing
Clare Kiely
Eleanor Stringer