

Number of Company - 387932

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

UNIVERSITIES AND COLLEGES CHRISTIAN FELLOWSHIP TRUST

Passed : 9th October 1987

AT the ANNUAL GENERAL MEETING of the above Company duly convened and held at St Paul's Church, Robert Adam Street, London W1 5AH on the 9th October 1987, the following Resolution was passed as a SPECIAL RESOLUTION :-

That the following alterations be made to the Company's Articles of Association :-

Article 2 - delete the existing Article and substitute the following :-

"The Trust" means the above named UNIVERSITIES AND COLLEGES CHRISTIAN FELLOWSHIP TRUST

"The UCCF" shall mean the body referred to in Clause 3(e) of the Memorandum

"The Committee" means the Directorate or Management of the Trust for the time being

"The Act" shall mean the Companies Act 1985 and any Act or Acts amending the same

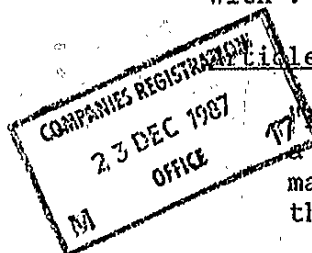
"In writing" means written, typed or printed, or partly written, typed or printed, or other substitute for writing.

Article 4 - delete the words "Student Executive Committee and the regional advisory committees of the Inter-Varsity Fellowship of Evangelical Unions" and substitute the words "UCCF Council (being the governing body of the UCCF appointed by the Trust under the UCCF's constitution)" and later in the same Article, delete the word "sign" and substitute the words "express in writing his agreement with".

Article 5 - delete the word "sign" and include after the words "to do so" the words "confirm his agreement with".

Article 6 - add the following :-

In any event a member of the Trust shall cease to be a member ipso facto upon attaining the age of 70 but may be re-appointed for 3 year periods thereafter, at the discretion of the Trust Committee, but this



provision shall not apply to members of the Trust at the date of the amendment to these Articles."

Article 19 - delete the existing article and substitute the following : -

"The office of a Committee member shall be vacated :

- a. If he ceases to be a member of the Trust
- b. If by notice in writing to the Trust he resigns his office
- c. If he ceases to hold office by reason of any order made under The Company Directors Disqualification Act 1986 or any amendment or substituted Act
- d. If he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act
- e. If he is removed from office by a resolution in writing signed by three fourths of the members of the Committee
- f. If he refuses or neglects to express in writing his agreement with the Doctrinal Basis referred to in Article 4 within 14 days of his being requested so to do pursuant to a resolution of the Committee

Provided always that by virtue of sub section 7 of Section 293 of the Act the provisions of sub sections 1 to 6 of this Section shall not apply to the Trust."

Article 19A - (1) At the Annual General Meeting in every year one-third of the members of the Committee for the time being shall retire from office or if their number is not 3 or a multiple of 3 then the number nearest to one-third shall retire from office

(2) The Committee members to retire in every year shall be those who have been longest in office since their last election but as between persons who became Committee members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot

(3) A retiring Committee member shall be eligible for re-election

(4) No person other than the Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the office of Committee member at any General Meeting unless, not less than 10 days before the date appointed for the meeting, there shall have been delivered to the registered office of the Trust a notice in writing, signed by a member duly qualified to attend and vote at the said meeting, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected"

Article 26 - delete this Article and re-number the following Articles

Article 27 (formerly 28) - delete existing article and substitute the following :

"A Resolution in writing signed by three fourths of the members of the Committee or a Sub-Committee or all of the Committee or Sub-Committee if it contains fewer than 8 members shall be valid and effectual as if it had been passed at a meeting of the Committee or Sub-Committee (as the case may be) duly called and constituted provided always that no such Resolution shall be circulated without the approval of the Chairman or Vice Chairman of the Committee or Sub-Committee concerned and no such Resolution shall be effective if any member shall within 14 days of the circulation of the Resolution object to the procedure and request that a meeting of the Committee or Sub-Committee be convened to discuss the matter."

Article 28 (formerly 29) - delete "never" and substitute "not" and delete "previous" in line 3.

Article 30 (formerly 31) - delete the word "Ordinary" and substitute the words "Annual General" and delete the words "in the year 1944 and every subsequent" and substitute the words "in every" and delete all after the words "was made" and finish the article with a fullstop.

Article 33 (formerly 34) - delete "Sections 159 to 162 of the Companies Act 1948" and substitute "the Act"

Then throughout the Articles substitute references to the Companies Act 1985 for the existing references to earlier Companies Acts.

Dated this 21<sup>st</sup> day of December 1987

  
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