

PENRHYN NEW HALL LIMITED

A company limited by guarantee and not having share capital.

Company No. 00958549

SPECIAL RESOLUTION

At the Annual General Meeting of the members of the above named company, duly convened and held at Penrhyn New Hall, Hartville Avenue, Penrhyn Bay, Llandudno on the *14th* day of *November* ~~1995~~ *1996* the following special resolution was passed. *AS.*

"That the Articles of Association of the Penrhyn New Hall Limited be altered to include the following amendments:-"

Article 14 - to be amended so that the reference made to "the Auditors" should be changed to Accountant..

Article 16 - reference made in this article to the Auditors should be changed to Accountant.

Article 58 - to be deleted and replaced with the following paragraph:

"At the Annual General Meeting in every year the Council shall cause to be prepared and to be laid before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by report of the Council and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

Article 59 - deleted and replaced with:

"Accountants shall be appointed to prepare the annual financial accounts of the company which should be laid before the members for their approval in the Annual General Meeting. The Accountants' appointment to be reconsidered at each Annual General Meeting of the Company.

Article 60 - deleted.

Signed
Chairman

