

Company Number :2751630

SPECIAL RESOLUTION

OF BRITISH RETAIL AND PROFESSIONAL FLORISTS ASSOCIATION LTD

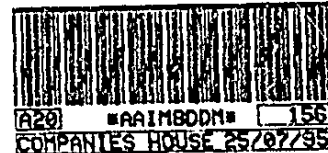
At an Extraordinary General Meeting of the Company duly convened
and held at the registered office of the Company
on 2.4.95

The following SPECIAL RESOLUTIONS were duly passed, viz:-

RESOLUTION 1

RESOLUTION 2

Signed
Chairman





British Retail and Professional Florists' Association Ltd.

To promote, protect and watch over the interests of Retail and Professional Florists

NOTICE OF ANNUAL GENERAL MEETING

To be held on
Sunday 2nd April 1995 at 2.30pm
at the
Solihull Moat House Hotel, Birmingham.

AGENDA

1. To read the Notice of Meeting.
2. To receive apologies.
3. To approve the Minutes of the Annual General Meeting held at the Solihull Moat House Hotel, Birmingham on Sunday 20th March 1994.
4. Matters arising from the Minutes.
5. Special Resolution 1. To amend the Articles of Association as detailed overleaf.
6. To receive and, if thought fit, approve the Directors' report for the year ended 30th September 1994.
7. To receive and, if thought fit, approve the Annual Accounts for the year ended 30th September 1994.
8. To receive nominations and elect a maximum number of 15 persons in total to the Council to act as Directors of the Association for the ensuing year. Nominations other than the following should be sent on the enclosed Nomination Form by 9th March 1995. The following persons are proposed for re-election:

President:	Mr. R. Davies	Vice President:	Major D. Morgan
Treasurer:	Mr. M. L. Evans		
Council Members:	Mr. G. Hughes (Immediate Past President)		
	Mr. C. Clifton		Mrs. P. Hampton
	Mr. W. Hart		Mr. J. Lewis
	Mrs. S. Pearson		Ms A. Vokalek
	Mr. K. Winsper		Mr. T. Young
9. Special Resolution 2: To amend the Articles of Association to allow for Honorary Membership as detailed overleaf.
10. Any other business appropriate to an Annual General Meeting.

Registered in the U.K. No. 2751630
Registered Address: 215 Worcester Road, Netherfield, Worcester

Special Resolution 1.

To amend the Articles of Association of the Association, as listed hereunder, in order that the Association can take advantage of section 249 of the Companies Act 1985 which allows for accounts to be examined by a Reporting Accountant and presented without the need for an annual audit.

Article 14. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the Accounts and Balance Sheet, and the Reports of the Council and of the Accountants and the election of members of the Council in place of those retiring by rotation.

Article 56. At the Annual General Meeting in every year the Council shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding account made up to date not more than six 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 proper Reports of the Council and the appointed Reporting Accountants 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 be sent to all persons entitled to receive notices of General Meetings in the manner in which Notices are hereinafter directed to be served. The Accountant's Report shall be read before the Meeting as required by the Act.

Article 57. Once in every year the Accounts of the Association shall be examined by a properly qualified Reporting Accountant, appointed by the Council, in order that he may make his report in accordance with section 249e of the Act.

Article 58. Delete.

Special Resolution 2.

To amend the Articles of Association of the Association and add a new article as listed hereunder to allow for Honorary Membership of the Association.

Article 5. The membership of the Association shall consist of Full Members, Student Members and Honorary Members, the composition of these groups being defined as follows:-

New Article 5c. Honorary Members:

Any Member of the Association who in Council's opinion has rendered distinguished service to the Association and shall have conferred upon him by Council the status of Honorary Member and as such be entitled to all the benefits of Full Membership of the Association without further subscription.

(Copies of the full Articles are available on request and will be available at the Annual General Meeting for inspection)

