## Bromet Close (Nascot Croft) Residents' Association Ltd

Company No. 3218994

## THE COMPANIES ACT 1985 COMPANY LIMITED BY GUARANTEE SPECIAL RESOLUTIONS - OF -



Bromet Close (Nascot Croft) Resident's Association Limited

At an EXTRAORDINARY GENERAL MEETING of the Company held at the Sports Hall of the YMCA, "Woodlands" off College Road, Abbots Langley on Thursday 9 September 2004 the following Resolutions were passed as Special Resolutions:

## SPECIAL RESOLUTIONS

- 1. <u>THAT</u>: Article 6 of the Company's Articles of Association is deleted in its entirety and replaced as follows:
  - "6 Management of the Company and Appointment of Directors
  - 6.1 The maximum and minimum number of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the maximum number of Directors shall be nine and the minimum number of Directors shall be two. Only members of the Company who have not been removed from office under paragraph 9.1 below shall be eligible for appointment as Directors.
  - 6.2 The Directors shall appoint from their number a Chairman, Treasurer and Secretary ("Officers" of the Company), who shall each hold office for three years. Officers may stand for re-election once their terms of office have expired. Officers shall not be subject to the retirement by rotation provisions in paragraph 6.3 below.
  - 6.3 At each Annual General Meeting two Directors (not being Officers) shall retire from office. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment. As between persons who became or were re-appointed as Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject to the provisions of paragraph 9.1 below, Directors may stand for re-election. Clauses 73-80 (inclusive) of Table A shall not apply to the Company.

- 6.4 Clause 83 of Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.
  - 6.5 Subject to paragraph 6.6 below, the Company may by ordinary resolution appoint any Member who is willing to act as a Director either to fill a vacancy or to act as an additional Director, provided that the appointment does not cause the number of Directors to exceed any maximum number determined from time to time in accordance with paragraph 6.1 above.
    - 6.6 No Member shall be appointed as a Director at any General Meeting unless at least fourteen clear days before the date appointed for the General Meeting, notice has been given by a Member qualified to vote at the General Meeting of his or her intention to propose that member for appointment."
- 2. THAT: Article 9.1 of the Company's Articles of Association is deleted in its entirety and replace as follows:

## "9.1 Removal of Directors

- 9.1 The office of Director shall be vacated in the following circumstances:
- 9.1.1 when a Director resigns;
- 9.1.2 when a Director ceases to be a Member of the Company;
- 9.1.3 when a Director becomes incapable by reason of illness, injury or infirmity from managing his or her property; and
- 9.1.4 when a Director fails to attend three consecutive meetings of the Board for whatever reason.

Clause 81 of Table A shall be modified accordingly

Chairman

4. Swiscon