

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

N1032950

~~*Extraordinary~~

RESOLUTION

*SPECIAL

OF

FOOTPRINTS TRADING LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened
and held at FOOTPRINTS WOMEN'S CENTRE

on the 28th day of
NOVEMBER 20 13

the following ~~*Extraordinary~~
*Special Resolution was duly passed:

PLEASE SEE ATTACHED SHEET

ENC

THURSDAY



J34J4ISI
JNI 27/03/2014 #101
COMPANIES HOUSE

Signature

Mary Mc Neel

Officer

CHAIRPERSON

FOOTPRINTS TRADING LTD

Special Resolution

January 2014

MEMORANDUM

Under the new Companies Act, the Memorandum is now just a list of the subscribers (members) of the company.

ARTICLES

1. **Name of Company:**

Footprints Trading Ltd

2. **Objects: article 2, page 1**

"The objects of the Company are to undertake any trading or commercial activities that will benefit the community directly and/or generate income for Footprints Women's Centre."

3. **Informal Decision Making Procedures: articles 12 and 16, pages 3 and**

4

Informal decision making procedures with regard to directors being in different locations and making unanimous decisions

4. **Chair Has a Casting Vote at Board Meetings: article 15.3, page 4**

If there is an equality of votes at Board meetings, the Chair has a casting (second) vote.

5. **Quorum for Majority Decision Making by Directors: article 13.2, page 4**

Quorum = 3 directors.

6. **Appointment of Directors: article 20, page 6**

- Minimum number of directors = 3
- Maximum number of directors = none set

7. **Directors Cannot Receive any Remuneration: article 22, page 7**

Directors **cannot** receive remuneration but are entitled to reimbursement of expenses (article 23).

8. **Members of the Company: article 24, page 7**

Footprints Women's Centre will be the sole member (parent company) (24.1). But there is provision for new members to join if the parent company is dissolved or if ownership of the Company is to be transferred to others (article 24.2).

9. **Quorum at General Meetings: article 31.2, page 9**

Quorum = 1 member (i.e. Footprints Women's Centre)