

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

HALLÉ CONCERTS SOCIETY

Passed the 18<sup>th</sup> day of April 2005

At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company duly convened and held at the Barbirolli Room, the Bridgewater Hall, Manchester on Monday 18<sup>th</sup> April 2005 the following resolution was duly passed as a Special Resolution of the Company, as specified below:

SPECIAL RESOLUTION

That the Articles of Association of the Hallé Concerts Society be altered as follows:

By the deletion of current article 39(c) and replacement of the current articles 39(a) and (b), 39 (h) and 41 (c) to (f) inclusive with the following:

"39 (a) The Management of the Society shall be entrusted to a Board which shall consist of not more than 13 persons of whom

(i) not more than ten (hereinafter called "Elected Directors") shall be nominated and elected as hereinafter provided.

(ii) not more than three (hereinafter called "Nominated Directors") shall be appointed by the Board on the nomination of the Manchester City Council (as to one Nominated Director) and the Association of Greater Manchester Authorities (as to two Nominated Directors).

**Termination of Office**

39 (b) Nominated Directors shall hold office for such time as the Board may determine except that a nominating authority may terminate the office of any of its nominees at any time.

**Persons Ineligible to Remain on Board**

39 (h) The office of a Director shall be vacated if:

(i) A receiving order is made against him or he makes any arrangement or composition with his creditors.

(ii) He become of unsound mind.

(iii) By notice in writing to the Society he resigns his office.

(iv) He becomes prohibited from holding such office by reason of any provision of the Company Directors Disqualification Act 1986.

(v) Being an Elected Director he is removed from office by a Resolution duly passed pursuant of Section 303 of the Act.



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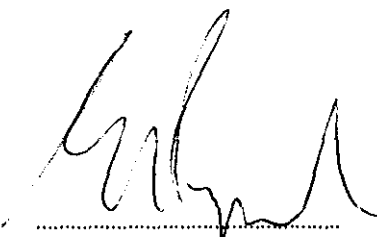
**Sub-committees**

41 (c) The Board may delegate any of their powers to sub-committees consisting of such members of their body and for such purposes as they shall from time to time think fit with power at any time to revoke such delegation. Any such sub-committee shall have power to co-opt additional members subject however to such limit on numbers (if any) as the Board may impose. Any such co-opted members need not be members of the Society or of the Board but shall not exceed the number of members of the Board who are members of that sub-committee. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. The meetings and proceedings of any sub-committee consisting of two or more persons shall be governed by the provision of the Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any Special Regulations made by the Board hereunder.

41 (d) Without prejudice to paragraph (c) above, the Board may ordinarily delegate the day-to-day management of the Society and the implementation of policies and business plans agreed by the Board to such employees or such Board members of the Society as the Board shall deem appropriate.

41 (e) All acts done by any meeting of the Board or a sub-committee or by any person acting in good faith as member of the Board or such sub-committee as aforesaid shall notwithstanding that it be afterwards discovered that there was some defect in the constitution or appointment (as the case may be) of any such Board sub-committee or person or that they or any of them were disqualified from so acting be as valid as if each and every one of them had been duly authorised and was actually qualified to act on behalf of the Society.

41(f) The Board and any sub-committee shall have power to invite such non-voting advisers to their meetings as they shall from time to time think fit."



Chairman

26. 4. 05  
Date