

Company number: 00733214

Companies Acts 1985 and 2006

WEDNESDAY



A15 *A5DK4PYI* 17/08/2016 #422
COMPANIES HOUSE

**Certificate of passing of a special resolution
of
The Advertising Standards Authority Limited ("the Company")**

Passed on 22 July 2016

The following resolutions were duly passed as special resolutions at a general meeting of the Company duly convened and held at Mid City Place, 71 High Holborn, London, on 22 July 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as special resolutions

- 1 THAT a new Article 37A be inserted into the Articles of Association as follows

"37A The Members may by ordinary resolution extend the term of a director due to retire after his or her second and final Three Year Term in accordance with Article 37 for a further period up until the next annual general meeting Any director whose term is extended in accordance with this Article 37A shall cease to be a director at the end of the next annual general meeting after the annual general meeting at which the director's term was extended "

- 2 THAT Article 38 be amended by inserting the following wording after 'in accordance with article 36'

"unless the Members resolve to extend the director's term for a further one year period in accordance with Article 37A"

- 3 THAT Article 39 be amended by inserting "or to be re-elected in accordance with Article 37A" after 'a director retiring pursuant to article 35 or 37'

- 4 THAT Article 40 be amended by inserting the following after 'a director retiring at the meeting pursuant to article 35 or 37'

"or is to be re-elected pursuant to Article 37A"

- 5 THAT the Articles of Association be revised to replace "he" with "she or he" and "his" with "his or her"

- 6 THAT the defined term "Director General" be replaced with "Chief Executive"

Signed  Company Secretary

Print name: THOMAS KELMAN

Date 16 August 2016