



COMPANIES ACTS 1985 TO 1989

BRITISH PROPERTY FEDERATION

Company limited by guarantee and not having a share capital

Special resolution passed 29 February 1996

The following special resolution was passed at an Extraordinary General Meeting held at 12 St James's Square, London SW1 on 29 February 1996.

SPECIAL RESOLUTION

"That with effect from the conclusion of the Extraordinary General Meeting the Articles of Association of the Company be and are hereby amended as follows:

- (a) By deleting paragraph (a) of Article 5 and by deleting the word "*other*" from the first line of paragraph (b) of Article 5 and re-designating paragraphs "(b)" and "(c)" as "(a)" and "(b)" respectively;
- (b) By deleting Article 12 (2) and replacing it with the following:

"(2) The General Council shall have power to terminate, suspend or vary as it, in its absolute discretion, sees fit the membership of any Member whose subscription shall be in arrears for 3 months or more."
- (c) By deleting the second sentence of Article 21 and replacing it with the following:

"Save as herein otherwise provided ten Members present in person or by a duly authorised representative shall be a quorum."
- (d) By deleting from Article 38 the words "*A Vice President;*" and replacing them with the words "*A Senior Vice-President;*" and "*A Junior Vice-President;*"
- (e) By deleting Article 44 (1) and replacing it with the following:

"44(1) The General Council shall consist of a maximum of 42 persons (exclusive of any additional persons co-opted pursuant to Article 46) comprising duly nominated persons in the following categories:

 - (A) Ten persons being either Members in their own right or nominees of unincorporated bodies (other than of Affiliated Associations) or duly appointed representatives of incorporated bodies which are Members, having paid in respect of the then current year the maximum annual membership subscriptions to the Federation as the General Council shall from time to time determine;
 - (B) Fifteen persons being either Members in their own right or nominees of unincorporated bodies which are Members (other than of Affiliated Associations) or duly appointed representatives of incorporated bodies which are Members;
 - (C) Five persons being nominees of unincorporated bodies which are Members (other than of Affiliated Associations) or duly appointed representatives of incorporated bodies which are Members, falling within category (v) in Article 4 (3);
 - (D) Four persons being either Members in their own right or nominees of unincorporated bodies which are Members (other than of Affiliated Associations) or duly appointed representatives of incorporated bodies which are Members whose principal business activities do not include property holding, property dealing, property development or property investment;

- (E) Two persons being either Members in their own right or as nominees of unincorporated bodies which are Members (other than of Affiliated Associations) or being duly appointed representatives of incorporated bodies which are Members, carrying on business as surveyors with recognised professional qualifications;
 - (F) Two persons being either Members in their own right or as nominees of unincorporated bodies (other than of Affiliated Associations) which are Members, carrying on business as solicitors;
 - (G) One person being either a Member in his own right or as nominee of an unincorporated body (other than of an Affiliated Association) or being the duly appointed representative of incorporated body which is a Member, carrying on business as an accountant with recognised professional qualifications;
 - (H) Three persons from amongst the nominees of the Affiliated Associations for the time being of the Federation."
- (f) By deleting Articles 44 (2) and 44 (3) and by replacing them with the following:
- "(2) No persons shall be appointed to the General Council under category (A) referred to in sub-clause (1) of this Article 44 unless that person has notified the Secretary of the Federation that he is willing to serve and such notification is made at least thirty six days prior to the Annual General Meeting at which that person wishes to be appointed. In the event that more than ten such notifications are made the Secretary shall reduce the number thereof to ten by lot
- (3) No person shall otherwise be considered for election to the General Council unless nominated by five Members of the Federation or by the General Council and such nominations have been notified in writing to the Secretary of the Federation at least twenty eight days prior to the Annual General Meeting at which the person so nominated is intended to be considered for election PROVIDED THAT no such nomination shall be required in respect of any person who is an Honorary Officer."
- (g) By deleting from the third line of Article 45 (1) the words "*sub-clauses (b) to (e) inclusive of*";
- (h) By deleting from the third line of Article 46 (1) the word "*four*" and replacing it with the word "*five*";
- (i) By deleting Article 50 and replacing it with the following:
- "50 (1) At the Annual General Meeting to be held in 1996 and in every subsequent year, one third of the Council Members in categories (B) to (H) (inclusive) in Article 44 (1) (excluding for this purpose the Honorary Officers) shall retire from office. If the number of such Council Members is not exactly divisible by three then the number of such Council Members nearest to but not exceeding one third shall retire from office. The Council Members to retire in every year shall be those who have been longest in office since their last election but as between persons who were elected Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Council Member shall be eligible for further elections under Article 44 (5)
- (2) Nothing in sub-clause (1) of this Article 50 shall require a Council Member to retire from office for so long as he is an Honorary Officer PROVIDED THAT on ceasing to be an Honorary Officer, he shall (if not immediately thereafter reappointed as an Honorary Officer) be subject to retirement by rotation in accordance with sub-clause (1) of this Article 50 and his period in office as an Honorary Officer shall be taken into account in determining how long he has been in office as a Council Member since his last election."



TREVOR MOROSS
CHAIRMAN