

Company no 977606

THE COMPANIES ACT 2006

THURSDAY



A32 *A15QJ5QZ* #252
29/03/2012
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION
of
**THE COMMUNICATION ADVERTISING & MARKETING EDUCATION
FOUNDATION LIMITED**
("the Charity")

(Circulation date 7 March 2012)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following resolution be passed as a special resolution of the Charity ("the Resolution")

That the Charity's Articles of Association be amended

- (a) by the deletion of the existing Article 29 1 and the substitution therefore of the following

"29 1 The Board of Trustees shall consist of

- (a) five trustees appointed by the Chartered Institute of Marketing, and
(b) up to two trustees co-opted by the Board of Trustees "

- (b) by the deletion of the existing Article 31 and the substitution therefor of the following

"31. Removal of a Trustee by the members of the Company

31 1 The members of the Company may remove any Trustee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and member may say

31 2 The power of the members under Article 31 1 is in addition to any statutory or other power that they may have to remove Trustees For the avoidance of doubt, the provisions of section 168 of the Companies Act 2006 regarding the procedures to be followed when exercising the power of removal under that section shall not apply to the exercise of the power under Article 31 1 ", and

- (c) by the deletion of the existing Article 33 1 and the substitution therefor of the following

“33 1 Trustees appointed by the Chartered Institute of Marketing in accordance with paragraph (a) of Article 29 1 may be removed at any time by the Chartered Institute of Marketing which may appoint new trustees to replace those so removed ”

Agreement

Please read the notes below before signifying your agreement to the Resolution

I, the undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution set out above

Signed *Andrew Harvey*
Please print Name **A Q HARVEY**
Date **7 March 2012**

Notes

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company Secretary of the Charity
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches the Charity before or during this date
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document