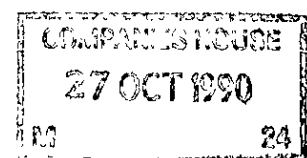


THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTIONS
OF
MEMBERS OF
THE MERTHYR TYDFIL GROUNDWORK TRUST

Company No. 2087537

I HEREBY CERTIFY that the Resolutions in the form set out below have been duly signed as Special Resolutions by all Members of the Company entitled to attend and vote at General Meetings on the 13 day of OCT 1990.

- (1) That the name of the Company be changed to "Merthyr & Cynon Groundwork Trust".
- (2) That clause 3(a) of the Memorandum of Association be amended by deleting the words "and social" in the third line thereof and adding, after the word "Council" in the fourth line, the words "and Cynon Valley Borough Council areas".
- (3) That the Articles of Association of the Company be amended by:-
 - (i) deleting "3" in the second line of Article 2 and substituting in its place the number "4"
 - (ii) adding after the word "Council" in line 3 of Article 2 the words "and Cynon Valley Borough Council"
 - (iii) deleting Article 35 and inserting in its place the following words:-



"The Board shall comprise not more than 21 Directors of whom not more than 10 shall be nominated and 11 co-opted Directors"

- (iv) deleting article 36(a) and inserting in its place the following words:-

"The founder members of the Company may appoint Directors as follows:-

Merthyr Tydfil Borough Council	- 3
Cynon Valley Borough Council	- 3
Groundwork Foundation/Country-side Commission	- 4"

- (v) deleting Article 36(b) and re-lettering the remaining sub-paragraphs in that Article.

Peter Saunders

CHAIRMAN

DATED THIS 3 DAY OF OCT, 1990

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