

Company number 02899285

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS

of

BODELWYDDAN CASTLE TRUST (Trust)

WEDNESDAY



A47 30/09/2020 #82
COMPANIES HOUSE

The members of the Trust at the Extraordinary General Meeting held at 11.00 a.m. on 17 September 2020 at Grosvenor Court, Foregate Street, Chester, CH1 1HG passed the following resolutions as special resolutions:

Special Resolutions

1. THAT, the Articles of Association of the Trust be amended as follows:
 - (a) By amending Article 5 by adding the words "or the members of the Trust from time to time in General Meeting" after the words "the Council".
 - (b) By amending Article 6(B) by adding the words "or the members of the Trust from time to time by ordinary resolution in General Meeting" after the words "the Council" and before the words "to be members of the Trust";
 - (c) By amending Article 7 by adding the words "by the Council" after the words "Any election" and before the words "of a person".
 - (d) By inserting new Article 7A after Article 7 as follows:

"Any election by the members of the Trust of a member of the Trust under the provisions of Article 6(B) shall conform to the following regulations and conditions:

 - (1) Election of such person shall be by way of ordinary resolution stating the name and address of the person to be elected.
 - (2) Such person must sign and deliver to the Trust an application for admission to membership framed in such terms as the Council may require.

In the event of such a person being elected in accordance with the above regulations he shall be entered as a member of the Trust on the Register of members."
 - (e) By deleting the wording of Article 18 in its entirety and substituting therefor:

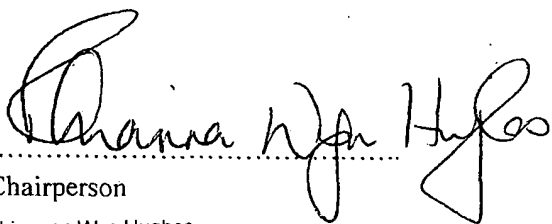
"18. The members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman."
 - (f) By amending Article 32 by substituting the word "four" for the word "eleven";
 - (g) By deleting the wording of Article 33 in its entirety and substituting therefor:

"33. The members of the Council shall be at least four persons (being members of the Trust) as shall from time to time be elected by the Council or by the members of the Trust in General Meeting.";
 - (h) By amending Article 34 by substituting for word "three" for the word "five";
 - (i) By deleting the wording of Article 36 in its entirety and substituting therefor:

"36. The members of the Council shall choose one of their number to be Chairman of the meeting."
 - (j) By deleting Article 54(F) in its entirety.
2. THAT, so far as necessary, the calling of this Extraordinary General Meeting and the moving of the resolutions herein contained be affirmed.

3. THAT, the following persons be confirmed as members of the Trust and of the Council of Management (as defined in the Articles of Association), namely:

- (a) Dr Helen Papworth, Ty'r Felin, Cwm Road, Trelawnyd, Denbighshire LL18 6EF
- (b) Dr Kenneth Davies, 8 Cambridge Place, Todmorden, West Yorkshire OL14 5AZ
- (c) Ms Shelagh Williams, The Gatehouse, Ruthin Road, Llandegla, Wrexham LL11 3AU
- (d) Ms Anne Waller, 12 Lon y Dderwen, Conwy, LL32 8AR
- (e) Mr David Harries, Ty Newydd Uchaf, Cyffylliog, Ruthin, Denbighshire, LL15 2DH.



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Chairperson

Rhiannon Wyn Hughes