



Company No 3169600

**THE COMPANIES ACTS 1985 AND 1989**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**WRITTEN RESOLUTIONS**

**of**

**SYMPHONY HALL (BIRMINGHAM) LIMITED (the "Company")**

On 29 June 2006 the following resolutions were duly passed as written resolutions of the Company in accordance with section 381A of the Companies Act 1985 by the sole member of the Company who, at that date, was entitled to attend and vote at general meetings of the Company:-

**SPECIAL RESOLUTIONS**

1. **THAT** the Memorandum of Association of the Company be hereby altered with respect to the statement of the Company's objects by inserting the following new paragraphs 3(C)(7) to (13):-

- "(7) For the purposes of promoting the Objects, to co-operate with manufacturers, dealers or other traders and co-operate with sources of publicity.
- (8) To enter into an agreement with any body on such terms as the trustees shall think fit in relation to the carrying out of work on behalf of the Charity by employees of such body.
- (9) To retain or employ professional or technical advisers or workers in connection with the Objects and to pay reasonable and proper fees for their services. The Charity may employ or remunerate a trustee only to the extent it is permitted to do so by Clause 5 or 5A below and provided it complies with the conditions in those clauses.
- (10) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- (11) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- (12) To set aside income as a fund for future expenditure but only in accordance with a written policy specific to the ongoing maintenance and potential future refurbishment of capital assets.
- (13) To:-
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000."

2. **THAT** the Articles of Association of the Company be hereby altered as follows:-
  - 2.1 by deleting from regulation 25 the words "be not less than four but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum" and substituting for them the following words:-

"consist when complete of at least 13 persons to include:-

    - 25.1 at least two trustees who are residents of the City of Birmingham; and
    - 25.2 two trustees nominated by Birmingham City Council."
  - 2.2 by inserting in place of regulation 29 the following regulation:-

"29. Subject to the power of nomination of Birmingham City Council referred to in 25.2 above the majority of members of the Charity may, subject to Articles 25.1, 31 and 32, at any time by notice in writing signed by him or her or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the trustees or at a general meeting of the Charity to the chairman (unless such notice relates to the chairman) or to the secretary or to any trustee to whom the notice does not relate appoint any person to be a trustee either to fill a vacancy or as an additional trustee and by like notice remove any trustee from office notwithstanding anything in the Articles or in any agreement between the trustee and the Charity. Any trustee who is issued with a notice that he or she is to be removed under this Article may appeal in writing to the chairman and shall be given the opportunity to be heard before a full meeting of trustees before his or her removal takes effect. A person who is an associated person may not be appointed as a trustee if the number of trustees who are associated persons thereby exceeds the prescribed percentage of the total number of trustees."
  - 2.3 by deleting the last sentence of regulation 30;
  - 2.4 by deleting the reference to article "32" from regulation 31 and substituting therefore the reference to article "33";
  - 2.5 by inserting after regulation 31 the following new regulation to be numbered 32 and renumbering all subsequent regulations:-

"32. (A) (1) At the first annual general meeting after 1 April 2007 all the trustees shall retire from office unless at the end of the meeting the members or nominators have failed to elect and nominate sufficient trustees to hold a quorate meeting of the trustees.

(2) At the first annual general meeting after 1 April 2007 all those trustees elected shall draw lots for terms of office of 1, 2 and 3 years duration. At each subsequent annual general meeting, one third of the trustees or, if their number is not three or a multiple of three, the number nearest one third must retire from office. If there is only one trustee, he or she must retire.

(3) (i) The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees become or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (ii) If a trustee is required to retire at an annual general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting.
  - (iii) A trustee shall hold office for no more than two consecutive three year terms."
- 2.6 by deleting from regulation 38 (as renumbered) the words "may be fixed by the trustees but shall not be less than one half of their number or two trustees, whichever is the greater" and substituting for them the words "shall be five";
- 2.7 by adding after regulation 40 (as renumbered) the following new regulation to be numbered 41:-
  - "41. (A)1 The trustees may from time to time provide for the management and transaction of the affairs of the Charity in such manner as they think fit. In particular, the trustees may delegate any of their powers and discretions to:-
    - (i) committees; or
    - (ii) to any person, whether or not a trustee, chief executive officer, secretary, employee or officer of the Charity or any other person.
  - 41. (A)2 *The trustees may impose conditions when delegating, including the conditions that:-*
    - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (ii) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
  - 41. (B) The trustees may revoke or alter a delegation.
  - 41. (C) All acts and proceedings of any committees must be fully and promptly reported to the trustees.
  - 41. (D) A committee shall be comprised of such persons as the trustees (or any other duly authorised committee) may determine, whether trustees, officers or employees of the Charity or the members or other persons. A committee need not include a trustee among its members.
  - 41. (E) If the trustees shall delegate a power or discretion to a committee pursuant to Article 41A, any reference in these articles to the exercise of that power or discretion shall include its use by the committee. A committee must comply with any regulations made by the trustees from time to time applicable to the proceedings of the trustees, unless stated otherwise.
  - 41. (F) Unless the trustees shall otherwise determine:-
    - (i) the proceedings of a committee shall be governed by the articles regulating the proceedings of the trustees set out in Articles 35 and 37 and 38 so far as they are capable of applying and references therein to "trustee" shall be to any member of such a committee; and

- (ii) the quorum for proceedings of such a committee shall be two.

41. (G) A committee may not sub-delegate its powers and discretions to any sub-committee, any member or members of such committee or any subcommittee, or any other person or persons except as authorised by the trustees."

and

- 2.8 by deleting regulation 42 (as renumbered) (being the regulation beginning with the words "The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any enquiry.....") and renumbering all subsequent regulations.

Signed



Director/Secretary