

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
RESOLUTIONS
OF
WALES MILLENNIUM CENTRE

NOTICE is hereby given that at an extraordinary general meeting of the Company held at Baltic House, Mount Stuart Square, Cardiff on the 25th November 1998 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the Company amend its memorandum of association by deleting the existing Clause 3.1 in its entirety and replacing it with the following new Clause 3.1:-

"3.1 The Company's objects are:-

3.1.1 to foster and promote for the public benefit the maintenance, improvement and development of artistic taste and the knowledge, understanding and appreciation of the arts including but without limiting the generality of the foregoing by the provision and maintenance of buildings and facilities for the preparation, rehearsal and performance of opera, music, dance, drama and other performing arts and the showing of films;

3.1.2 to provide or assist in the provision and maintenance of facilities for recreation or other leisure-time occupation in the interests of social welfare and for the public benefit provided that such facilities:

(a) improve the conditions of life for the persons for whom the facilities are primarily intended; and

(b) either:-

(i) those persons have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances; or

(ii) the facilities are to be available to the members of the public at large;



3.1.3 to provide or assist in the provision and maintenance of buildings and facilities for the benefit of young people (under the age of 25) which will without limiting the generality of the foregoing, enable the Youth of Wales to participate in activities of singing, reciting, drama and dance, ambulance work, science, the study and use of the Welsh language and Welsh traditions, educational workshops and lectures, eisteddfodau, the use of library, athletic sports, entertainments and pastimes, and to be encouraged in a better understanding of the problems, life and people of other countries; and

3.1.4 the advancement of education for the public benefit by establishing, acquiring, managing and maintaining buildings and facilities for the complete illustration of the geology mineralology, zoology, botany, ethnography, archaeology, art, history and special industries of Wales."

2. That the Company amend its articles of association in the following manner:-

(a) by deleting the existing Clause 3.2 in its entirety and replacing it with the following new Clause 3.2:-

"3.2 The directors shall have an absolute discretion in determining whether to accept or reject any application for membership, but shall seek as far as practicable to ensure a balanced membership comprising:-

3.2.1 up to eight members representing organisations resident at the Company (including at least one each from WNO and the Urdd);

3.2.2 up to eight members representing industry, commerce, finance, the professions and the organisation and representation of workers;

3.2.3 up to eight members representing educational bodies in Wales, local government in Wales and other arts bodies in Wales;

3.2.4 up to eight members being individuals, having a wide experience and capacity relevant to the objects of the Company;

3.2.5 1 member representing local residents organisations in Cardiff Bay.

The directors shall not be bound to assign any reason for their decision, but nothing in these Articles shall entitle the directors to discriminate in any way between applicants for membership by reason of race, colour, sex or creed."

- (b) by deleting the existing Clause 3.3 in its entirety and replacing it with the following new Clause 3.3:-

"3.3 A member shall immediately withdraw from the Company if:-

- 3.3.1 he resigns in writing to the board of directors;
- 3.3.2 he ceases to be a representative of the category on the basis of which he became a member or has last been a member;
- 3.3.3 he dies (if an individual person) or is wound up or goes into liquidation (if a corporate body or association); or
- 3.3.4 the period of nine years from the date of his appointment has expired

provided that after such cessation the number of members remaining is not less than two. Membership shall not be transfeerable."

- (c) that the following clause be inserted as Clause 3.4:-

"3.4 The number of members shall not exceed thirty three."

- (d) by deleting the existing Clause 8 in its entirety and replacing it with the following new Clause 8:-

"8. **Number of directors**

Unless otherwise determined by ordinary resolution the number of directors shall not be less than three and not more than ten".

- (e) by deleting the existing Clause 12.7 in its entirety and replacing it with the following new Clause 12.7:-

"12.7 The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed in accordance with these Articles as the maximum number of directors".

- (f) that the following clauses be inserted as Clauses 12.8 and 12.9 and existing Clause 12.8 be renumbered accordingly:-

"12.8 Any person appointed a director may hold office for a period of three years and shall be eligible for re-election for a further two terms of three years. In total, a person may hold the office of director for a maximum of nine years (whether consecutive or not) and thereafter shall not be eligible for re-election except in exceptional circumstances.

12.9 Subject to the provisions of Clause 12.7, each of WNO and the Urdd shall, so long as they remain resident organisations at the Company, be entitled to appoint one director by notice in writing of the Company and to require the removal or substitution of that director."

- (g) by deleting the existing Clause 13.5 in its entirety and replacing it with the following new Clause 13.5:-

"13.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or"

- (h) that the following clause be inserted as Clause 13.6:-

"13.6 he shall not have expended such time on the Company's affairs as was expected of him and the members of the Company resolve to remove him from the board of directors."

- (i) that in Clause 14.3 the word "two" be deleted and replaced by the word "three".

- (j) that the following clause be inserted as Clause 14.6 and existing clauses 14.6 and 14.7 renumbered respectively:-

"14.6 No person shall be appointed to the position of chairman of the board of directors for more than nine years in total (whether consecutive or not). Having served a total of nine years (whether consecutive or not) such person shall be precluded from:-

- (i) being re-appointed to the position of chairman; and
- (ii) becoming a director of the Company."

- (k) that the following clause be inserted as Clause 23:-

"23. **The Advisory Council**

The board of directors may set up an Advisory Council of the Company whose function shall be to assist and advise the board regarding the future development of the Company. The Board may from time to time determine and amend the rules and powers governing the Advisory Council and ultimately disband the Advisory Council. A member of the Advisory Council shall not be responsible for the affairs of the Company. The powers of the Advisory Council and its members are powers of recommendation only and the directors of the Company shall not be regarded as being accustomed to act in accordance with such recommendations, directions or instructions".

Dated: *25th November* 1998

Huw Williams
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Secretary