

Company No. 3306217

SEVERN-SIDE COMPANY SERVICES
110 WHITCHURCH ROAD
CARDIFF CF2 3LY
TEL: 01222 520222
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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY

SPECIAL RESOLUTION

OF

NORTHERN CARE HOMES LIMITED

PASSED the 22nd day of January, 1997

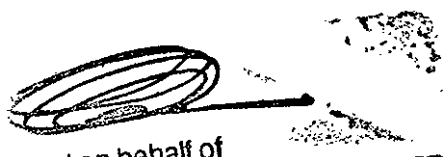
At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company, duly convened, and held at the Registered Office of the Company on the above date the following SPECIAL RESOLUTION was duly passed :-

SPECIAL RESOLUTION

That the Articles of Association be altered in the following manner:-

By the addition of the following new Article Clause 14 and the existing Articles Clauses 14 to 22 (inclusive) to be renumbered 15 to 23 (inclusive):

14. The Chairman shall not in the event of an equality of votes at any General Meeting of the Company, or at any Meeting of the Directors or of a Committee of Directors, have a second or casting vote. Clause 50 in table A shall not apply to the Company, and Clauses 88 & 72 in Table A shall be modified accordingly.


Signed on behalf of
CHAIRMAN OF NOMINEES LIMITED

