

COMPANIES ACT 2006

SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company number: 03333405

Company name: Empowering People Inspiring Communities Ltd.

On the 06 day of September 2022 the following special/written/ordinary resolution was agreed and passed by the members:

Extract from:

Draft Minutes EPIC Annual General Meeting 06 September 2022 at 13:00 Held at Double Tree Hilton, Etruria Hall, Festival Way, Stoke-on-Trent, ST1 5BQ	
Minute	AGM Action
004/A 0922 Articles of Association	
<p>The AGM was asked to approve all clauses of the Memorandum of Association be moved into the Articles of Association and adopt with immediate effect a revised Articles of Association for the Company (as noted at numbers 3 and 4 of the AGM notice).</p> <p>The rationale being that this will ensure greater flexibility, simplification, and modernisation. SF noted that this will bring EPIC into line with most other housing associations.</p> <p>The changes include:</p> <ul style="list-style-type: none">• The right to hold an AGM virtually and the option to dispense with the requirement to hold an AGM;• Removing the requirement for a dedicated Board member that is a tenant and move to skills and competencies, aligned to all other Board members;• Removing the requirement for a council member to sit on the Board, nothing that it has been 24 years since the transfer of stock and this practice is considered unusual;• The maximum term for a director is two terms of three years in line with the requirements of the National Housing Federation Governance Code, with a possible extension up to a maximum term of nine years where the Board can consider there are objective reasons as to why an extension is in EPIC's best interest;• Adopting a closed shareholding where the only members are the current members of the Board which would expedite key strategic and constitutional decisions. <p>CS noted that this was a very progressive move and as it should be.</p> <p>The AGM (including SF representing the proxies) approved:</p> <ol style="list-style-type: none">The clauses of the Memorandum of Association be moved into the Articles.To adopt the revised Articles of Association for EPIC.	