

**Company No 4150037**  
**GROUNDWORK SOUTH TEES LTD**

At an Extraordinary General Meeting of the Company held at the Registered Office of the Company, Linthorpe Cemetery Lodge, Burlam Road, Linthorpe, Middlesbrough, TS5 5AP, on 10<sup>th</sup> October 2008 the following Resolution was passed as a Special Resolution

That the following Articles to be adopted as Articles 38 and 39 in exclusion to the existing Articles 38 and 39 of the Articles of Association of the Company

Quorum

- 38            The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than six Directors on the Board of whom at least three must be Nominated Directors

Voting

- 39            All questions shall be decided by the votes of the majority of the Directors present and voting thereon at a meeting of the Board and on the request by any Director the Chairman shall direct that a question shall be decided by poll

Where Landfill Communities Funds are to be Discussed and Decisions made

- 39A 1        In the event of a quorate meeting or any meeting where local authority and landfill operator representatives could have a control over the environmental body through voting, the number of independent votes shall always outnumber those of the local authority and landfill operator representatives

- 39A 2        In the event of a tied vote and the Chairperson being a local authority or landfill operator representative then the casting vote shall transfer to an independent member

  
Anthony James Wentworth  
Secretary

TUESDAY



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"ANEXT4JO"  
COMPANIES HOUSE