

**LINCOLN CITY CENTRE PARTNERSHIP**

(Company Number: 4662323)

("the Company")

FRIDAY



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20/11/2009

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COMPANIES HOUSE

**SPECIAL RESOLUTION**

Special Resolution of the Company passed on 28<sup>th</sup> October 2009 at the annual general meeting of the Company duly convened and held at The Terrace, Grantham Street, Lincoln

**SPECIAL RESOLUTION**

THAT the Company's Articles of Association be altered by deleting Article 47 and replacing it with the following new Article:

- “47. The number of directors shall be subject to a maximum of 18 and will be appointed as follows:
- 47.1 Class A members shall each have the right to appoint two directors subject to clause 48.
  - 47.2 Class B members shall together have the right to appoint a maximum of six directors. If this right causes the total number Class B directors to exceed six, the appointment of Class B directors will be by election.
  - 47.3 Class C members shall together have the right to appoint a maximum of three directors. If this right causes the total number of directors to exceed three, the appointment of Class C directors shall be by election.
  - 47.4 The individual holding the post of City Centre Manager from time to time shall for so long as he holds that appointment and is not a Local Authority Person be a director ex officio.
  - 47.5 Each of the Class A members shall notify the Secretary in writing of the names of any directors appointed pursuant to Clause 47.1 not less than twenty-eight days before the annual general meeting from which the appointment takes effect.
  - 47.6 Elections of directors under Clauses 47.2 and 47.3 if necessary shall be held at the annual general meeting and in accordance with these Articles and such other rules as may be prescribed from time to time by the directors and elections shall be determined by a show of hands or by secret ballot if requested by any member.”

RESOLVED THAT the new Article 47 produced to the meeting and, for the purposes of identification, initialled by the Chairperson be adopted in substitution for, and to the exclusion of, the existing Article 47 of the Articles of Association of the Company.