

Number of Company: 06140480



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**SPECIAL RESOLUTION OF
8TEENTHIRTY8 MANAGEMENT COMPANY LIMITED**

Passed At A General Meeting Of Members Held On
18th September 2018.

At an Extraordinary General Meeting of the above names Company, duly convened and held Maidenhead Ivy Leaf Club, Holmanleaze, Maidenhead, SL6 8AW on Tuesday 18th September 2018 at 7.45pm the following resolution was duly passed as a Special Resolution.

THAT the existing Articles of Association of the company be modified as follows:

1. Article 10.3

"The Director(s) appointed by the Developer shall remain in office until the first general meeting of the Company after all the Houses and Apartments have been sold, at which meeting they shall resign." to be removed.

2. Article 10.5

"In the event that a member of the Company does not appoint a Director under Article 9.4 within 14 days after written request from any other member of the Company to do so, that member shall cease to be able to exercise the right to vote at any general meeting of the Company until such time as a Director is appointed by that members under Article 9.4." to be removed.

AND

A new Article of Association of the company to be added as 10.5 to read:
In the event that a member of the Company does not appoint a Director under Article 10.4 within 14 days after written request from any other member of the Company to do so, that member shall cease to be able to exercise the right to vote at any general meeting of the Company until such time as a Director is appointed by that members under Article 10.4.

3. Article 10.6

"Any member may, by notice given in the same manner as if it were a notice appointing a Director under article 9.4 remove the Director appointed by him under Article 9.4 and such

removal shall take effect when the notice effecting the removal is delivered to the Company Secretary or is produced at a meeting of the Directors. Any such removal shall be without prejudice to any claim, which the Director may have under any contract (if any) between him and the Company. Upon or after the removal of a Director pursuant to this Article 9.6 the member removing the Director shall appoint another Director in accordance with Article 9.4 to replace the Director he has removed and indemnify the Company in relation to any liability arising because of the removal of the Director being replaced." to be removed.

AND

A new Article of Association of the company to be added as 10.6 to read:

"Any member may, by notice given in the same manner as if it were a notice appointing a Director under article 10.4 remove the Director appointed by him under Article 10.4 and such removal shall take effect when the notice effecting the removal is delivered to the Company Secretary or is produced at a meeting of the Directors. Any such removal shall be without prejudice to any claim, which the Director may have under any contract (if any) between him and the Company. Upon or after the removal of a Director pursuant to this Article 10.6 the member removing the Director shall appoint another Director in accordance with Article 10.4 to replace the Director he has removed and indemnify the Company in relation to any liability arising because of the removal of the Director being replaced. "

4. Article 10.7

"Each member shall ensure at his own expenses that his appointed Director will resign when the member ceases to be a member of the Company pursuant to the above Article 9.6 the member shall indemnify the Company in relation to any liability arising because of the resignation of the Director appointed by that member ." to be removed.

AND

A new Article of Association of the company to be added as 10.7 to read:

"Each member shall ensure at his own expenses that his appointed Director will resign when the member ceases to be a member of the Company pursuant to the above Article 10.6 the member shall indemnify the Company in relation to any liability arising because of the resignation of the Director appointed by that member ."

5. Article 11.1

"The quorum necessary for the transaction of the business of the Directors, may be fixed by the Directors and unless so fixed, shall be two." To be removed

AND

A new Article of Association of the company to be added as 11.1 to read:

"The quorum necessary for the transaction of the business of the Directors, may be fixed by the Directors and unless so fixed, shall be a two thirds majority of the number of Directors within the Company." to be implemented from here on in.

Chairman



Charles Came

Date

11th October 2018