

COMPANY NUMBER: 06459068
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
RESOLUTIONS OF
THE RODINGS MANAGEMENT (LOUGHTON) COMPANY LIMITED (the Company)


At an annual general meeting of the Company duly convened and held on *23rd of April*.....2024, the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. In relation to the appointment as a Member of the Council of Management, **THAT** the articles of association of the Company be amended by inserting new articles 31, 33 and 34, and amending the existing article 31 (which will become article 32), as follows:
 31. *A Director of The Rodings Management Company Limited (company number 6339490) shall be eligible to hold office as a Director for as long as he is also a Director of The Rodings Management Company Limited.*
 32. *With the exception of Article 31, no person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Member of the Council and vice versa, any Dwellingholder shall be entitled to hold office as a Member of the Council.*
 33. *With the exception of Article 31, no person shall be eligible to hold office as a Member of the Council if a Dwelling is not his main place of residence. It shall be the responsibility of each Member of the Council to inform the Council and the Company Secretary if they cease to be a resident at the Development and resign from their office of Member of the Council no later than the date on which they move out.*
 34. *No Member who has an outstanding liability to pay any service charge in respect of the Development shall be appointed a Member of the Council.*
2. In relation to disqualification of Members of the Council, **THAT** the articles of association of the Company be amended by replacing the existing article 38 with a new article 41 as follows:
 41. *The office of any Member of the Council shall be vacated, and the Company Secretary has the power to remove any Member of the Council as a director of the Company through notification to Companies House:-*
 - (a) *if a Receiving Order is made against him or he makes any arrangement or composition with his Creditors;*
 - (b) *if he becomes of unsound mind;*
 - (c) *if he ceases to be a member of the Company;*
 - (d) *if by notice in writing to the Company he resigns his office;*
 - (e) *if he fails to pay within 45 calendar days of a written service charge demand issued by the Company for any service charge for which he is liable in respect of the Development;*
 - (f) *if he fails to prove within 30 calendar days of a written notice issued by the Company Secretary that he is a resident on the Development;*
 - (g) *if he ceases to hold office by reason of any Order made under Sections 295 to 300 of the Act;*
 - (h) *if he is removed from office by a Resolution passed pursuant to Section 303 of the Act.*



3. In relation to payments to Directors, THAT the articles of association of the Company be amended by inserting new articles 48 to 52 as follows:
- 48. *Being a Member of the Council and a director of the Company is strictly an unpaid voluntary position.*
 - 49. *A Member of the Council shall not offer or supply goods or services to the Company for consideration or payment.*
 - 50. *The Company may not make any payment nor give any consideration or benefit to a Member of the Council for goods or services supplied to the Company*
 - 51. *A Member of the Council may request payment for receipted "bona fide" out of pocket expenses incurred in connection with the Member of the Council's performance of his duties to the Company. The Company may only make payment to a Member of the Council to reimburse such expenses by decision of the Council. The Member who has applied for receipted "bona fide" out of pocket expenses shall be recused from the decision whether in a Council Meeting or by Resolution of the Council.*
 - 52. *A Member of the Council may not accept payment, consideration or benefit from a supplier to the Company. Members of the Council may exceptionally use such suppliers for private work on a transparent basis at rates agreed between the two parties, in particular where the supplier is an established local or national supplier already used by the Member of the Council. Any use of suppliers to the Company to be notified to the Council in writing before the next meeting of the Council. Use of major utility, telecommunication and insurance suppliers are exempt from this clause and the Council does not need to be informed when such is used.*


Director *IAN FREDERICK POULTHAM*

Date *11/3/2024*