

COMPANY NO: 0023811

FRIDAY



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTIONS
OF

BRITISH INSTITUTE OF VERBATIM REPORTERS

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED
AND HELD AT Premier Inn, 26-30 York Way, King's Cross, London, N1 9AA on the 9th day
of May 2009

THE FOLLOWING RESOLUTIONS WERE DULY PASSED:-

Resolution 2:

To re-word paragraph 3 of the Memorandum & Articles of Association from:

3. - An "Associate" is a person who has satisfied the examination requirements at Associateship standards, as laid down from time to time by the Council. Such Associates shall not be eligible to serve on the Council of the Institute or any of its committees, nor to vote at annual or extraordinary meetings.

to:

3. - An "Associate" is a person who has completed a bona fide course of machine or pen shorthand and has a speed certificate of 160 wpm awarded by a recognised professional body, e.g. RSA or IPS. Associateship shall last for a period of no more than three years, after which the person must apply for and pass the full Membership examination, as described in 2 above. They must be proposed by two Fellows or full Members. Associates shall not be eligible to serve on the Council of the Institute or any of its committees, nor to vote at annual or extraordinary meetings (although they may attend annual/extraordinary meetings and participate).

Resolution 3:

To re-word Paragraph 10 of the Memorandum & Articles of Association from:

WITHDRAWAL

10. - Any member shall have the right to withdraw from the Institute by giving notice in writing to the Secretary prior to 1st December in any calendar year, and such notice shall fix the date of withdrawal for the purpose of

Clause 8 of the Memorandum of Association. Notice of withdrawal given on or after 1st December in any calendar year shall not exempt the retiring member from payment of the following year's subscription.

to

WITHDRAWAL

10. - Any member shall have the right to withdraw from the Institute by giving notice in writing to the Secretary prior to 1st December in any calendar year, and such notice shall fix the date of withdrawal for the purpose of Clause 8 of the Memorandum of Association.

Resolution 4:

To delete article 12 of the Memorandum & Articles of Association in its entirety and re-number the subsequent paragraphs accordingly.

12. - If the complaint be found to be substantiated the member may be asked to withdraw from the Institute. If such advice be not followed, the Council shall be at liberty to expel such member who may, upon notice given to the Secretary at least one month before the next General Meeting, appeal to such meeting whose decision shall be final. If the member is expelled the further granting of accreditation shall be at the discretion of the Council.

Resolution 5:

To re-word article 18 of the Memorandum & Articles of Association from:

RE-ADMISSION

18. - The Council shall have power, on application by any member who has withdrawn or ceased to be a member under Article 12, to reinstate him on such terms as to payment of arrears of subscriptions as they may think fit. Provided that in case of the refusal of such application the applicant shall have a right to appeal in the manner provided by Article 11 (b).

to

RE-ADMISSION

18. - The Council shall have power, on application by any member who has withdrawn or ceased to be a member under Article 12, to reinstate him, with the agreement of the Council upon payment of the current year's subscription.

Resolution 6:

To re-word article 24 of the Memorandum & Articles of Association from:

24. - The Council shall be empowered to co-opt one or more Fellows or full Members to serve upon a Fees Committee (but not on the Council) without limit of time.

to

24. - The Council shall be empowered to co-opt one or more Fellows or full Members to serve upon any Committee it may establish.

Resolution 7:

To re-word article 27 of the Memorandum & Articles of Association from:

ELECTIONS

27. - At the Annual General Meeting of the Institute it shall elect its Council Members and President Elect. Such election shall be by simple majority of the votes cast at the meeting.

to:

27. - At the Annual General Meeting of the Institute it shall elect its Council Members and the President for the ensuing year shall be elected. Such election shall be by simple majority of the votes cast at the meeting.

Resolution 8:

To have a new article 27 of the Memorandum & Articles of Association (with subsequent articles re-numbered accordingly):

"The outgoing President shall act as Vice-President for the ensuing year".

Resolution 9:

To re-word article 29 from:

29. - If any vacancy shall occur in the Council otherwise than by rotation, the Council shall fill such vacancy by the appointment of a Fellow or full Member who shall retire before the next Annual General Meeting in addition to any other members of the Council who then retire under Article 25. In the event of a vacancy in the office of President the Council may call an Extraordinary Meeting of the Fellows and full Members to fill up such vacancy.

By the deletion of the words "the appointment" and replacing them with "by co-opting" and by the deletion of the word "up" in the last line.

To read:

29. - If any vacancy shall occur in the Council otherwise than by rotation, the Council shall fill such vacancy by co-opting a Fellow or full Member who shall retire before the next Annual General Meeting in addition to any other members of the Council who then retire under Article 25. In the event of a vacancy in the office of President the Council may call an Extraordinary Meeting of the Fellows and full Members to fill such vacancy.

Resolution 10:

To re-word article 30 of the Memorandum & Articles of Association from:

MEETINGS

30. - An Annual General Meeting of the Institute shall be held, if practicable, in the third week of the Easter sitting in each year and in any event not later than 15 months after the last previous meeting when the following business shall be transacted:

to:

MEETINGS

30. - An Annual General Meeting of the Institute shall be held not later than 15 months after the last previous meeting when the following business shall be transacted:

Resolution 11:

To delete the word "Elect" where it appears in paragraph 30 (ii) of the Memorandum & Articles of Association.

Resolution 12:

To delete the word "Elect" where it appears in paragraph 37 of the Memorandum & Articles of Association.

Resolution 13:

To re-word article 40 of the Memorandum & Articles of Association from:

40. - The President shall preside as chairman at every General Meeting of the Institute, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members of the Council present shall elect one of their number to be chairman of the meeting.

to:

40. - The President shall preside as chairman at every General Meeting of the Institute, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall preside as Chairman, or in the event of the Vice-President also being unable/unwilling to preside the members of the Council present shall elect one of their number to be chairman of the meeting.

Resolution 14:

To change the wording of article 58 of the Memorandum & Articles of Association from:

NOTICES

58. - A notice may be served upon any member, either personally or by sending it through the post in a prepaid letter to such member, at his registered address.

by the addition of the words "or by e-mail to his last notified e-mail address and Address in relation to electronic communications, includes any number or address used for the purpose of such communications and "communication" has the meaning given to that expression by the Electronic communications Act 2000.

to read:

NOTICES

58. - A notice may be served upon any member, either personally or by sending it through the post in a prepaid letter to such member, at his registered address, or by e-mail to his last notified e-mail address . "Address" in relation to electronic communications, includes any

number or address used for the purpose of such communications and "communication" has the meaning given to that expression by the Electronic communications Act 2000.

Resolution 15:

To change the wording of article 59 of the Memorandum & Articles of Association from:

59. - Any notice by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice or notices was properly addressed, prepaid and put into the post office.

to:

59. - Proof that an electronic communication has been transmitted to the proper address or proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the end of 48 hours after the envelope containing it was posted, or, in the case of a notice contained in an electronic communication, at the end of 48 hours after the time it was sent.

SIGNED

A handwritten signature in black ink, appearing to read "M. S. Dore". The signature is written in a cursive, flowing style with a large initial "M".

SECRETARY

4th June 2009