

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

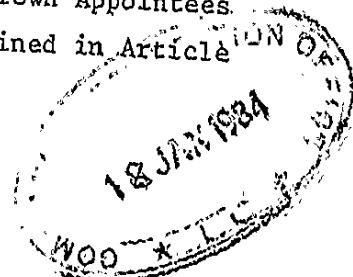
THE ARCHITECTURAL HERITAGE FUND

On the 7th December 1983 the following Resolution was duly passed as a WRITTEN RESOLUTION by all the members entitled to attend and vote at general meetings of the above Company.

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended in the following respects, viz:-

- (a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-
32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members on the Council Provided always that the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees (as defined in Article 33.)



- (b) by the deletion of Article 33 and the substitution of the following Article in lieu thereof, that is to say:-

33(1) subject to Article 32 the members of the Council shall be:

- (A) the persons who shall have been appointed by the Secretary of State for the Department of the Environment (or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department), and such appointment being subject to the prior approval of H.M. Treasury ("a Crown Appointee") and,
- (B) the persons appointed by the Board of Trustees for the time being of the Civic Trust ("a Civic Trust Appointee").
- (2) no appointment shall be made of a Council member (except to fill a vacancy pursuant to Article 39) in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Civic Trust Appointees after such appointment.
- (3) no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or money's worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

Alan Dastig

Roy Worbeck.

Grafton.

Hasley Buck

Peter Rumble

Jennifer Jenkins

James Dinkins-Nasim

Y. D. Lipman.