



**COMPANY NUMBER: 1263540**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

**SPECIAL RESOLUTIONS OF**

**NATIONAL FEDERATION OF SELF EMPLOYED AND SMALL BUSINESSES LIMITED**

**PASSED ON 16 MARCH 2020**

**At the forty-fifth Annual General Meeting of the above named Company, convened and held at FSB Head Office, Sir Frank Whittle Way, Blackpool Business Park, Blackpool FY4 2FE, on Monday 16 March 2020, the following special resolutions were passed:**

1. In the table of 'Words' and 'Meanings' on pages 1 and 2 of the Articles of Association, to make the following amendments:-
  - 1.1 The definition of 'Commercial Services Committee' and its meaning be deleted.
  - 1.2 The definition of 'The National Chairman' and its meaning be deleted and be replaced by: 'The National Chair' - 'The Chair of FSB.'
  - 1.3 The definition of 'The National Vice Chairman' and its meaning be deleted and be replaced with: 'The National Vice Chairs' - 'The two National Vice Chairs of FSB.'
  - 1.4 The definition of 'Non Operational Directors' and its meaning be deleted.
  - 1.5 The definition of 'The Board of Directors' and its meaning be deleted and be replaced with: 'The Directors' - 'The National Chair, two National Vice Chairs and up to a maximum of nine other Directors elected in General Meeting also known as The Board of Directors.'
  - 1.6 The definition of 'Strategic Directors' and its meaning be deleted.
  - 1.7 Wherever the word 'Chairman' appears throughout the Articles, it is to be deleted and replaced with the word 'Chair'.
2. That Article 6 (a) be amended by deleting the word 'and' in line 3 and inserting in its place the word 'or'.
3. That Article 14 (ii) be amended by adding the words 'unless specifically excused' after the word 'Directors'.
4. That Article 16 be amended by deleting the word 'elect' in line 4 and inserting in its place the word 'appoint'.
5. That Article 22 (a) be deleted and be replaced by the following:

'22 (a) The Directors will consist of the National Chair, two National Vice Chairs and up to nine other Directors.'
6. That Article 22 (b) be deleted and be replaced by the following:

'22 (b) The Directors of FSB will be elected from the date of an AGM for a term of three years by Ballot of the Members and will be eligible for re-election provided that

no person will be able to hold the same office for more than six years in total or seek election as a Director for more than twelve years in total.'

7. That Article 22 (c) be deleted and be replaced by new Article 22 (c):  
'22 (c) In exceptional circumstances if both the Board of Directors and National Council separately consent (by a majority of those present) a person may be re-elected either:  
to the same office beyond the six year limit; and/or  
(ii) as a Director beyond the twelve years service; for one year on no more than three occasions in either case.'
8. That current Article 22 (c) be renumbered 22 (d) and be amended by deleting the word 'will' from line 3 and inserting in its place the word 'may' and by adding the words 'or in the event of a vacancy arising for any other reason' after the word 'office,' in line 2.
9. That Article 23 be amended by deleting the words 'the National Chairman, National Vice Chairman, a Strategic Director or a Non Operational Director' and inserting in their place the words 'a Director'.
10. That Article 29 be amended by deleting the second sentence and inserting in its place 'The quorum will be 50% plus one with a minimum of one Director from the National Chair and National Vice Chairs.'
11. That Article 31 be amended by deleting the two references to 'the National Vice Chairman' and in both instances inserting in their place the words 'a National Vice Chair'.
12. That Article 38 be amended by deleting the two references to 'the Policy Director' and in both instances inserting in their place the words 'a National Vice Chair'.
13. That Article 50 be amended by deleting the two references to 'National Chairman' and inserting in their place the words 'National Chair' and by deleting the two references to 'the National Vice Chairman' and inserting in their place the words 'a National Vice Chair'.
14. That the Articles of Association be generally amended by such numbering or re-numbering as may be rendered necessary by passing or otherwise of the above proposed resolution.