

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 15 MARCH 2021

At the forty-sixth Annual General Meeting of the above named Company, held virtually on Monday 15 March 2021, 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 word 'Ballot' and its meaning to be deleted.
 - 1.2 The definition of 'The Directors' to be amended by deleting the word 'elected' in line 2 and replacing it with the word 'appointed'.
 - 1.3 The definition of 'Procedures Committee' to be deleted and replaced with 'A committee of the Board of Directors to include a National Councillor but otherwise appointed by the Chair of the Procedures Committee from time to time to fulfil the role determined by the Directors and National Council from time to time.'
 - 1.4 The definition of 'National Councillor' to be deleted and replaced with 'A Member appointed to National Council in accordance with procedures determined by the Directors from time to time in consultation with National Council.'
2. That Article 6 (d) be amended by deleting the word 'will' in line 2 and inserting in its place the word 'may' and by inserting the words 'be required to' after the word 'subscription' in line 3.
3. That Article 6 (e) be deleted and be replaced by the following:

'(e) Holding of Office – Any Members who have full voting and membership rights will be eligible subject to satisfying eligibility criteria determined by the Directors in consultation with National Council from time to time to be nominated for and to hold office at any level in FSB.'
4. That Article 11 be amended by deleting the words 'in consultation with the National Council' in line 1.
5. That Article 12 be amended by deleting the words 'National Council subject to the agreement of' in line 2.
6. That Article 13 be amended by deleting the words 'in consultation with National Council' in line 2.



7. That Article 14 (i) be deleted and be replaced by the following:

'14. (i) The National Council will consist of up to twelve but not less than eight National Councillors. National Councillors will be appointed for a period of up to three years and will be eligible to be re-appointed provided that no person shall be able to serve on National Council for more than six years consecutively.'

8. That Article 15 be amended by deleting the word 'elected' in line 2 and inserting in its place the word 'appointed' and by deleting the words 'to represent their Region on the National Council' in line 2.

9. That Article 16 be deleted and be replaced by the following:

'16. The National Council will elect its own National Council Chair annually from amongst its number. If the National Council Chair is not present, the National Chair will appoint a Chair for the meeting from amongst the National Councillors present.'

10. That Article 21 be amended by deleting (e), amending (d) by deleting the words 'based on representations from the Regions' and by deleting (h) and (i).

11. That Article 22 (b) be deleted and be replaced by the following:

'22. (b) Any Member who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by ordinary resolution for a term not exceeding three years and will be eligible to be re-appointed provided that no person will be able to hold the same office for more than six years in total or seek appointment as a Director for more than twelve years in total.'

12. That Article 38 (b) be amended by deleting the words 'and all appointments will be subject to ratification by the National Council' in lines 2 and 3.

13. That Article 41 be deleted and be replaced by the following:

'41. Subject to the rights attaching to different categories of membership referred to in Article 6 (c), every Member will have one vote and will be entitled to vote at any General Meeting, either in person or by Proxy. Directors appointed at a General Meeting will take office at the beginning of the following day.'

14. That Article 42 be amended by deleting the words 'participate in any Ballot and to' in line 4.

15. That Article 47 be amended by adding the words 'the appointment of Directors' after the word 'Auditors' in line 4.

16. 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.