

## **Companies Act 2006**

### **Special Resolutions**

Company number 1295328

Company name: Norfolk Historic Buildings Trust

**On the 11<sup>th</sup> of December 2023 the following special resolutions were agreed and passed by the members.**

1. THAT with immediate effect the articles of association of the Company be amended by deleting article 28 and replacing it with the following new article 28

*28. The minimum number of directors shall be five (unless otherwise determined by ordinary resolution) and shall be subject to a maximum of fifteen.*

2. THAT with immediate effect the articles of association of the Company be amended by deleting article 33.(3) and replacing it with the following new article 33.(3)

*33. (3) A director must retire after a maximum of two terms of three years unless it is agreed unanimously by the remaining directors that the director should be permitted to serve further three-year terms. Directors retiring after two terms, or (with the unanimous agreement of the remaining directors) further terms, will not be eligible for re-election for a period of three years after retirement.*

3. THAT with immediate effect the articles of association of the Company be amended by deleting article 33.(4) and Schedule 1

4. THAT with immediate effect the articles of association of the Company be amended by deleting article 34 and replacing it with the following new article 34

**Historic Norfolk is the operating name of Norfolk Historic Buildings Trust.**

Registered Charity No. 273702. Company number 1295328.

Chair: Judith Harwood, Vice Chair: Michael Launchbury

*34. The chairman shall serve one five-year term unless he or she shall during that five-year term cease to hold the office of a director under article 40 or his or her appointment is revoked under the provisions of article 45(1) or he or she is not re-appointed following retirement by rotation. This article overrides article 33 (3). Ceasing to hold the office of a director shall also mean ceasing to be the chairman. If he or she resigns as chairman or his or her five-year term expires then the provisions of article 33 shall come into force again in respect of whether he or she is eligible to remain as a director. The chairman will be permitted to serve for such further number of two-year terms as may be agreed unanimously by the board.*

5. THAT with immediate effect the articles of association of the Company be amended by deleting article 15.1 (a) and replacing it with the following new article 15.1 (a)

*15.1 (a) Fourteen clear days for an annual general meeting or a general meeting called for the passing of a special resolution;*

Signed

A handwritten signature in black ink, appearing to read 'SAR', with a stylized flourish at the end.

Stephanie Potts, Company Secretary

[secretary@historicnorfolk.org.uk](mailto:secretary@historicnorfolk.org.uk)

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