



SPECIAL RESOLUTION ON THE CHANGE OF ARTICLES OF
ASSOCIATION

COMPANY NUMBER 01993760

COMPANY NAME Millers Wharf Management Company Limited

At a General Meeting of the members of the above named Company duly convened on the 3rd day of December 2012, the following Special Resolution was duly passed:-

To amend the Memorandum & Articles of Association in accordance with the attached, to amended and replace those previously lodged at Companies House.

Signed by Nigel Ackerman (Director) _____

Signed by Adrian Austin (Director) _____

Signed by Sarah Farley (Director) _____

Signed by Sarah Ingram (Director) _____

Signed by Barry Meacham (Director) _____

Signed by Michael O'Higgins (Director) _____

Signed by Pauline Taylor (Director) _____



Millers Wharf – proposed amendments to Memorandum & Articles of Association

8 - Appointment of Directors

8.1 No person who is not a member of the Company or a spouse of a member of the Company or a parent of a member of the Company or a child of a member of the Company or a sibling of a member of the Company or a person who is permanently resident and cohabiting with a member of the Company, is eligible to hold office as a director.

8.2. Any member of the Company or a spouse of a member of the Company or a parent of a member of the Company or a child of a member of the Company or a sibling of a member of the Company or a person who is permanently resident and cohabiting with a member of the Company who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

no change

11. ALTERNATE DIRECTOR

11.1 (a) Any Director (the "appointor") may appoint as an alternate any other director, or any other member of the Company or a spouse of a member of the Company or a parent of a member of the Company or a child of a member of the Company or a sibling of a member of the Company or a person who is permanently resident and cohabiting with a member of the Company, approved by a decision of the directors, to:-

- (i) exercise that director's power, and*
- (ii) carry out that director's responsibilities*

in relation to the taking of decisions by the directors in the absence of the alternate's appointor

(b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must;-

- (i) identify the proposed alternate, the relationship to the Director, and*
- (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor*

No change 11.2

11.3 An alternate director's appointment as an alternate terminates.-

11.3 (a) to (c) no change

(d) when his appointor's appointment as a director terminates

(i.e. no e)

Millers Wharf Management Company Ltd
Annual General Meeting held at Portsoken House, 155/157 Minories, EC3
Commencing at 19.00, 3 December 2012

Michael O'Higgins	Chairman	Flat 21
David Reynolds		Flat 2
Phillip Bass		Flat 7
Sarah Ingram		Flat 9
Hilary Crossing		Flat 13
Peter Crossing		Flat 13
Chris Spalding		Flat 15
Adnan Austin		Flat 16
David Lennan		Flat 17
Nigel Ackerman		Flat 18

Mervyn Lyndon Rendall and Rittner

Ivan Bateman	Flat 4	Proxy to Michael O'Higgins
Edward Lester	Flat 6	Proxy to Michael O'Higgins
Cullum White Properties	Flat 8	Proxy to Michael O'Higgins
Andrew & Susan Marshall	Flat 10	Proxy to Michael O'Higgins
CNA Insurance Company	Flat 11	Proxy to Michael O'Higgins
Barry Meacham	Flat 13	Proxy to Hilary Crossing
Barry Linsley	Flat 14	Proxy to the Chairman
Sarah Farley	Flat 15	Proxy to Chris Spalding
Debbie Lewin	Flat 20	Proxy to Michael O'Higgins

Michael O'Higgins (MO'H) welcomed those present and declared the meeting open, the Notice and Agenda being accepted as taken and read

The minutes of the last AGM held on 28 November 2011 were duly approved by those present

MO'H gave a brief update of various issues dealt with over the last 12 months and in particular made reference to the following -

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Millers Wharf Management Company Ltd
Annual General Meeting

- That the increase in interim service charges for 2012/2013 had been restricted to 1% over that for the previous year
- Phase 1 of the external redecorations had recently been completed, with work being carried out to a good standard and within budget

MO'H further advised that the main topic of concern during the course of the year related to Ken Rhys

A full and frank discussion took place, culminating in agreement to obtain independent legal advice

David Lennan tabled a resolution of No Confidence in the Board as he (and others) felt that Board had ignored the views expressed by shareholders and residents. However after discussion he agreed that Without Prejudice he would withdraw this pending further discussion and consideration by the Board of the issues raised

3. To approve the election of Directors to the Board of Millers Wharf Management Company Limited

ML advised that there had been two new nominations to the Board, David Lennan (Flat 17) and Susan Miller (Flat 22)

It was however noted that all current Directors were prepared to stand for a further term and that with the Memorandum & Articles of Association of the Company being silent on a rotation policy and limiting the maximum number of Directors to 7 (seven) there was no scope for further appointments to be made

A discussion also ensued as to whether the maximum number of Directors should be increased

It was agreed that the Board should consider at the next Board meeting the above and a rotation policy and maximum term that Directors could stand. Any agreement would need to be ratified and approved by shareholders and SI agreed to draft the necessary wording for discussion and Board approval in the first instance

4. To approve the appointment of Plummer Parsons as Auditors and authorisation for the Directors to fix their remuneration

MO'H asked if there were any objections to the proposal, and there being no objections this was duly approved. It was however suggested and agreed that the appointment of auditors should be retendered on a regular 3 year basis

5. To consider and approve amendments to the Memorandum and Articles of Association of the Company in accordance with the attached draft.

MO'H asked if there were any objections to the proposal, and there being no objections this was unanimously approved

There being no other business the meeting closed at 8.20pm