

Company Number: 2087537

CON  
28/1/98



COMPANIES ACT 1985-1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

WRITTEN SPECIAL RESOLUTION

OF

THE MERTHYR AND CYNON GROUNDWORK TRUST

DATED the FOURTEENTH day of November 1996.

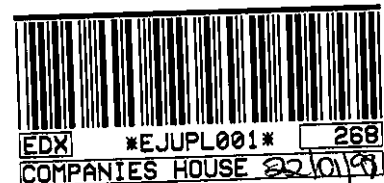
We, the undersigned, being all the Members for the time being, of the above named Company entitled to receive notice and to attend and vote at General Meetings HEREBY PASS the following Resolution as a Written Special Resolution and agree that the said Resolution shall, pursuant to Article 21 of the Company's Articles of Association be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held:

WRITTEN SPECIAL RESOLUTION

THAT the Company's Memorandum and Articles of Association be amended as follows:

Memorandum of Association

1. Clause 1 The name of the Company be changed to the "Merthyr and Rhondda Cynon Taff Groundwork Trust".



2. Clause 3 (a) The objects of the Company be amended on the second and third line after the words 'natural environmental anywhere' by changing the identification of the boundaries to "the Merthyr Tydfil County Borough Council and Rhondda Cynon Taff County Borough Council areas"  
and  
amend the sixth line after the words 'resorting to' by changing the identification of the boundaries to "the Merthyr Tydfil and the Rhondda Cynon Taff County Borough Council areas".

#### Articles of Association

1. Article 1 Interpretation, Words and Meanings

Amend by changing the meaning of the words "the Company" to "the Merthyr and Rhondda Cynon Taff Groundwork Trust"

and

changing the meaning of the words 'the area's' to "the Merthyr Tydfil County Borough Council and the Rhondda Cynon Taff County Borough area".

2. Article 3 The Members the Company

Amend after the words Merthyr Tydfil on line two, by inserting the word 'County'  
and by

changing the name Cynon Valley Borough Council to Rhondda Cynon Taff County Borough Council.

3. Article 30 An instrument appointing a proxy

Amend by changing the Company's name to  
the Merthyr and Rhondda Cynon Taff Groundwork Trust Limited"

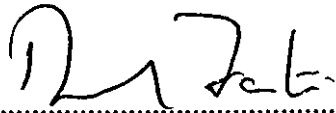
4. Article 31 An opportunity of voting for or against a resolution

Amend by changing the Company's name to  
the Merthyr and Rhondda Cynon Taff Groundwork Trust.

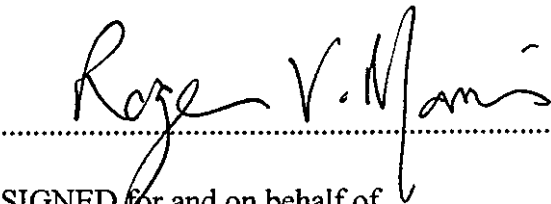
5. Article 36(a) Nominated Directors

Amend by changing the names of the former Borough Council Founder Members of  
the Company to  
Merthyr Tydfil County Borough Council  
and  
Rhondda Cynon Taff County Borough Council

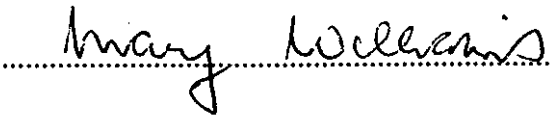
SIGNED for and on behalf of  
the GROUNDWORK FOUNDATION:



SIGNED for and on behalf of  
MERTHYR TYDFIL COUNTY BOROUGH COUNCIL



SIGNED for and on behalf of  
RHONDDA CYNON TAFF COUNTY BOROUGH COUNCIL



SIGNED for and on behalf of  
THE COUNTRYSIDE COUNCIL FOR WALES

