

**ST HELENS CHAMBER OF COMMERCE**  
**TRAINING AND ENTERPRISE LIMITED**

The following Special Resolution was passed at the Annual General Meeting of the company on 9th October 1997.

"That the articles of association of the company be altered by substituting for the existing articles 1.1 (g), 39, 39.1, 39.2 and 39.3 the following articles.

- 1.1. (g) "Eligible Person" means any of the following persons:
- (i) the Chairman or Chief Executive or top level operational manager at local level of a corporate Member or senior partner of a professional partnership Member within (in each case) the private sector; or
  - (ii) senior figures within the local community who supports the aims of the Company.
39. Unless or until otherwise determined by special resolution of the Company, the Board shall comprise not less than ten and not more than sixteen Directors of which:
- 39.1 one such Director shall be the Chief Executive of the Company; and
- 39.2 not more than five [excluding for this purpose any Directors appointed to fill casual vacancies in accordance with Article 41 and Directors co-opted in accordance with the proviso to Article 39.3 below] shall be co-opted by Directors elected in accordance with Article 39.3 below. Any Directors so co-opted shall be Eligible Persons as defined in Article 1.1(g)(ii) above; and
- 39.3 at least ten shall be Eligible Persons as defined in Article 1.1(g)(i) above elected as provided herein. Exceptionally the Board may appoint one such Director from the private sector whose experience and knowledge is considered appropriate for membership of the Board but who is not an Eligible Person as defined in Article 1.1(g)(i) above.

PROVIDED that if on any occasion that elections to the Board are held it shall be apparent on close of the nominations that there are insufficient candidates to fill any or all of the aforesaid categories then the Board shall co-opt such Eligible Persons as it shall think fit to fill such vacant posts but any such co-opted Directors shall service as such only until the close of the Annual General Meeting next following the date of their appointment. The provisions of Article 40 shall not apply to such Directors".

Signed

Date

9th October 1997

