

Company number 02832103

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**SPECIAL RESOLUTION**

of

Colleges Wales / Colegau Cymru Limited (Company)

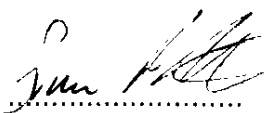
The directors of the Company propose that the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

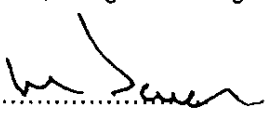
That the regulations set forth in the printed document produced to this meeting and for the purposes of identification signed by the chairman hereof, be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all existing articles thereof.

**AGREEMENT**

The undersigned, each being a person entitled to vote on the above resolution, hereby irrevocably agrees to the resolution as indicated above:

Signed   
Simon Pirotte, Bridgend College

Date ...26-3-19...

Signed   
Mike James, Cardiff and Vale College

Date ...26-3-19...

Signed .....  
David Jones, Coleg Cambria

Date .....

Signed .....  
Mark Jones, Gower College Swansea

Date .....

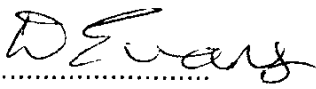
TUESDAY



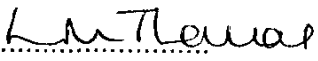
A10 \*A82JV2FC\* #170  
02/04/2019  
COMPANIES HOUSE

Signed   
Guy Lacey, Coleg Gwent


Date 26/3/2019.

Signed   
Dafydd Evans, Grŵp Llandrillo Menai


Date 26/3/2019

Signed   
Lisa Thomas, The College Merthyr Tydfil

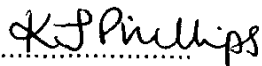
Date 26/3/19.

Signed   
Mark Dacey, NPTC Group

Date 26/3/19

Signed   
Barry Walters, Pembrokeshire College

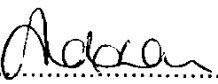
Date 26/3/19

Signed   
Karen Phillips, Coleg y Cymoedd

Date 26/03/2019

Signed .....  
Andrew Cornish, Coleg Sir Gâr & Coleg Ceredigion

Date .....

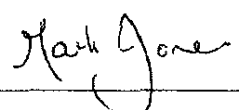
Signed   
Kathryn Robertson, Adult Learning Wales

Date 26/3/19.

**PROXY VOTING FORM**

**COMPANY NUMBER: 2832103**

**CHARITY NUMBER: 1060182**

RESOLUTIONS	For	Against	Abstain
<b>SPECIAL BUSINESS</b>			
1. The Board shall comprise of a minimum of five (5) Trustees and a maximum of seven (7). [Article 42]	✓		
2. Up to three (3) independent external professionals shall be appointed as Trustee(s). [Article 42(d)]	✓		
3. If there are vacancies under <b>Article 42(c)</b> then the Board may co-opt such number of individuals to be Trustees (" <b>Co-opted Trustees</b> ") on such terms as the Board thinks fit provided that the total number of Trustees does not exceed seven (7). [Article 45].	✓		
4. Associate Membership – "any institution or body that is in receipt of grant in aid or income from the Welsh Government or public bodies, to become an Associate Member". [Article 10]	✓		
Signature 		Date 21/3/19	



PROXY VOTING FORM

COMPANY NUMBER: 2832103  
CHARITY NUMBER: 1060182

General Meeting

To be returned by mid-day on Friday, 22 March 2019

The proxy voting form allows you to nominate another person from your organisation to vote on your behalf.

To vote for as indicated by marking the appropriate box with an X below.

Name of the representative: ... DAFYDD EVANS ...

Job title: ... PRINCIPAL ...

Organisation: ... GROUP LLANDRILLO MEUAI ...

**NEXT STEP:** Please ensure that the representative brings this form to the Annual General Meeting on the 26 March 2019.


Your name: ... MARK JONES ...

Job Title: ... PRINCIPAL ...

Organisation: ... GOWER COLLEGE SWANSEA ...

**PROXY VOTING FORM**

**COMPANY NUMBER: 2832103**  
**CHARITY NUMBER: 1060182**

RESOLUTIONS	For	Against	Abstain
<b>SPECIAL BUSINESS</b>			
1. The Board shall comprise of a minimum of five (5) Trustees and a maximum of seven (7). [Article 42]	X		
2. Up to three (3) independent external professionals shall be appointed as Trustee(s). [Article 42(d)]	X		
3. If there are vacancies under <b>Article 42(c)</b> then the Board may co-opt such number of individuals to be Trustees (" <b>Co-opted Trustees</b> ") on such terms as the Board thinks fit provided that the total number of Trustees does not exceed seven (7). [Article 45].	X		
4. Associate Membership – "any institution or body that is in receipt of grant in aid or income from the Welsh Government or public bodies, to become an Associate Member". [Article 10]	X		
<b>Signature</b> 		<b>Date</b> <b>22<sup>nd</sup> March 2019</b>	



**PROXY VOTING FORM**

**COMPANY NUMBER: 2832103**  
**CHARITY NUMBER: 1060182**

**General Meeting**

**To be returned by mid-day on Friday, 22 March 2019**

**The proxy voting form allows you to nominate another person from your organisation to vote on your behalf.**

To vote for as indicated by marking the appropriate box with an X below.

Name of the representative: Andrew Cornish

Job title: Principal

Organisation: Coleg Sir Gar and Coleg Ceredigion

**NEXT STEP:** Please ensure that the representative brings this form to the Annual General Meeting on the 26 March 2019.

Your name: Andrew Cornish

Job Title: Principal

Organisation: Coleg Sir Gar and Coleg Ceredigion