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GREENSLEEVES

Resolution to amend Articles of Association

"To consider and if thought fit to pass the following resolution as a special resolution."

Article 10 c) and d) of the Company's Articles of Association shall be deleted and replaced by the following as 10c):

"to deal with the election and/or retirement of trustees"

and the current 10e) and 10f) shall be renumbered 10d) and 10e) respectively.

Articles 26 and 27 shall be deleted and replaced by the following:

"26. Subject to the other articles of these Articles the Trustees shall be elected by the Charity at each Annual General Meeting.

27. The Trustees shall be elected for fixed terms of office of four years. A Trustee may serve for no more than 2 consecutive terms of four years. The persons eligible for election as trustees shall be either (i) a trustee whose first four year term is expiring or (ii) a person who has been nominated by a member and seconded by another member and who has agreed to hold office."

Article 28 shall have an additional sentence at the end as follows:

"Any Trustee so appointed shall be entitled to serve for a maximum period of 8 years commencing on the date of the AGM at which he is elected".

And: The final word of the current Article 28 should be changed from "re-election" to "election".

Article 31 shall be amended as follows:

The wording from ".... and may by an ordinary" to the end of the Article should be omitted.

Article 34 shall be amended so that:

The reference in the last line is to Article 28 not 29.

FRIDAY



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25/05/2007

COMPANIES HOUSE

377

MINUTES OF THE GREENSLEEVES HOMES TRUST
COMMITTEE NINTH ANNUAL GENERAL MEETING
HELD ON THE 24th OCTOBER 2006
AT 151 CLAPHAM ROAD, LONDON SW9 0PU

Present:

Mrs J Macdonald (Chairman)
Mrs E Boot
Mrs R Friend
Mrs B Mills MBE
Mrs A Cleland CBE
Mrs M Gibbons

Ms K James
Mr D Ballard
Ms C Brown
Mr R Douglas
Mr K Murali
Mr J Wylie

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25/05/2007
COMPANIES HOUSE

1) WELCOMES & APOLOGIES –

The Chairman welcomed everyone to the ninth AGM. Apologies for absence were received from Mrs B Maxwell OBE, Mr S Bowes-Lyon and Mrs J Walden-Jones.

2) MINUTES OF THE MEETING OF GREENSLEEVES HOMES TRUST held on 25th October 2005.

The Minutes were approved and signed as a true and correct account by the Chairman.

3) MATTERS ARISING

Mrs Gibbons referred to the mention of the WRVS in the Chairman's report and suggested that a history of all the homes should be available centrally. Mrs Cleland reported that the WRVS archives held information dating back to 1947 and she volunteered to investigate the matter further.

4) TO RECEIVE THE ACCOUNTS TOGETHER WITH CONSOLIDATED ACCOUNTS IN RESPECT OF GREENSLEEVES HOMES TRUST INCORPORATING WRVS TRUST SUPPLIES LTD.

Accounts had already been received at the last Trustees' meeting.

5) TO APPOINT AUDITORS

It was agreed that PKF be re-appointed as Auditors for the current year. It was proposed that the situation be reviewed next year and Ms Brown suggested that this was a task which could be undertaken by the newly-formed Audit and Risk Committee.

6) TO AMEND THE MEMORANDUM AND ARTICLES OF ASSOCIATION

It was unanimously agreed to adopt the special resolution referring to the election and terms of office of trustees (attached) and KJ agreed that an updated version of the Memorandum & Articles of Association would be circulated in due course.

7) ELECTION OF TRUSTEES

Under the revised terms of GHT's Memorandum and Articles of Association, 5 new trustees were elected for a term of 4 years and 5 longstanding trustees were re-elected for a further 3 years. The

election took place as follows:

<i>Potential trustee</i>	<i>Proposer</i>	<i>Seconder</i>
David Ballard	Rachel Friend	Kris Murali
Evelyn Boot	Barbara Mills	Alice Cleland
Claire Brown	Judy Macdonald	Evelyn Boot
Alice Cleland	Kris Murali	Richard Douglas
Richard Douglas	David Ballard	Rachel Friend
Rachel Friend	Claire Brown	Evelyn Boot
Judy Macdonald	Rachel Friend	Evelyn Boot
Barbara Mills	Alice Cleland	Judy Macdonald
Kris Murali	Claire Brown	Richard Douglas
John Wylie	Alice Cleland	David Ballard

8) CHAIRMAN'S REPORT The Chairman delivered the following report:

"The main changes this year have been the appointment of 5 new trustees, following the retirement of Ann Fleming and Peter Woods at the last AGM. I paid tribute to Ann last year and would now like to acknowledge Peter's contribution, in particular his commitment to improving the environment of our homes and his valuable work in dealing with planning matters.

The five new trustees – David Ballard, Claire Brown, Richard Douglas, Kris Murali and John Wylie – have brought new skills and experience to the Board, as well as a fresh perspective and considerable enthusiasm for the work of Greensleeves. I am greatly looking forward to continuing to work with them.

Our chief executive, Kate James has now been with the Trust for just over a year. She has made changes to a number of our systems and improved the service to trustees, as well as developing links with similar care organisations. The Head Office team has been strengthened with the appointment of a Care Services Manager, Jennifer Dudley, who is working closely with our 2 Operations Managers, Anne Maas and Carol Mather, to improve the quality of care we offer to our residents. We have also recently appointed our first Property Manager, Derek Whyton, who will ensure that we maintain and make the best use of our buildings and develop them so that they provide a good environment for care.

We have completed work on Grosvenor House at St Leonards on Sea. The home has been transformed from a run-down building with difficult access for residents to a high quality home with bright fully en-suite rooms, many of them overlooking the sea. Work also started in the early summer on the renovation and extension of Pelsall Hall, near Walsall. Two new wings are being built and once they are completed, the Hall itself will be refurbished to provide excellent communal facilities and en-suite bedrooms. We have plans for other major improvements to a number of our homes which we aim to implement over the next few years as our resources permit.

Again we have seen an increase in the number of staff with NVQ qualifications and those undertaking a wide range of more specialised training in care. This is particularly encouraging as we – in common with the rest of the sector - have a significant turnover of staff.

Greensleeves is facing the challenge of a changing regulatory environment. For example, from next year, we can expect our homes to be given a star rating which will be publicly available. It is early days yet and we do not have a full picture of how our homes will be rated but I am confident we will be able to work with the new system.

This year has seen many changes in the management structure of Greensleeves, and it has been pleasing for me to see how well everyone has risen to meet these challenges. I would end by recording my thanks for the work of all our staff who have helped to continue to give Greensleeves such a good reputation."

9) ANY OTHER BUSINESS

Mrs Gibbons asked for details of any other properties and it was confirmed that the Hurrens had been sold in November 2005.

Mrs Gibbons also enquired about the role of "Members" of the Trust and whether there was a possibility of any new ones joining. The Chairman explained that Members were usually ex-Trustees and their main purpose was to keep them in touch with the work of the Trust.

As there was no further business, the Chairman declared the meeting closed.

ALL TRUSTEES THANKED THE CHAIRMAN AND LOOKED FORWARD TO THE NEXT AGM TO BE HELD ON THURSDAY 1ST NOVEMBER 2007.

SIGNATURE.....

DATE.....