

Company Number: 4080467

Hemswell Residents Company Limited

Pursuant to Regulation 93 in Table A of the Companies Act 1985, which is incorporated in the Articles of Association of the Company, we, the undersigned, being the sole Director of the Company, hereby pass the following Resolution as a Resolution of the Board as if passed at a Meeting of the Directors duly convened and held:-

RESOLUTION

1. **CONSULTATION WITH 'B' SHAREHOLDERS TO APPOINT A STEERING COMMITTEE**

The Director as the 'A' shareholder currently retains sole voting rights in the Company.

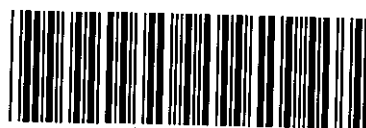
The Director has appointed MITIE Scotgate Limited to act as Managing Agents of the Company.

The Director wishes to involve and consult with a Steering Committee appointed by the 'B' shareholders, upon some of the day to day decisions of the Company until the Company is handed over by the 'A' shareholder to the 'B' shareholders control.

IT WAS RESOLVED THAT the Managing Agents would be required to attend a meeting at least annually of the 'B' shareholders and to allow each shareholder attending the meeting one vote upon the appointment of each 'B' shareholder that volunteers to be a member of the Steering Committee. The vote would be by way of a show of hands by each B shareholder present at the meeting. A Steering Committee member would be elected if they received at least 50% of the votes plus 1 cast at the meeting.

The names of the members voted to the Steering Committee at the meeting would then be referred by the Managing Agents to the Director for final approval. Any member who has not paid the service charge in full or alternatively has not made approved arrangements to pay the service charge by installments shall automatically be prohibited from joining the Steering Committee. Any member appointed to the steering committee shall immediately cease to be appointed to the Steering Committee in the event of default of payment of the service charge.

FRIDAY



A33

AIAUDLYS

05/01/2007

553

COMPANIES HOUSE

2. **PROCEDURES OF THE STEERING COMMITTEE**

The Steering Committee will nominate one person to be the single point of contact for any postal communication from the Managing Agent. Contact by e-mail will be sent to all members of the Steering Committee if suitable e-mail addresses are provided to the Managing Agent.

The following are matters upon which the views of the Steering Committee would be sought:

1. Whether the Company's best interests are served by the Company enforcing any Purchasers' covenants as set out in the Transfers of each property on the Estate ("the Transfers") given by each 'B' shareholder to the Company
2. Consideration of any requests for the Company's consent from 'B' shareholders in order to relax the Purchasers covenants set out in the Transfers.

The extent of the Estate Works provided by the Company to the Estate. The consultation with the Steering Committee in this regard will be limited to representations concerning the activity specifications for:

Grass Cutting

Tree works

Road sweeping

Gulley Cleaning

Additional planting of shrubs or removal of existing shrub beds

Fencing repairs

Communal cleaning (applies to leasehold property only)

In addition the Steering Committee may make a representation in respect of any contractor they wish the Managing Agent to consider for inclusion on the tender list for the above Estate Works. The Managing Agent will give the Steering Committee not less than 10 working days to make representations under this clause.

3. The Managing Agent will send annually an advance copy of the draft annual Service Charge to the Steering Committee. The Steering Committee will be given 10 working days to comment upon the proposed Service Charge and make any representations in that respect to the Director.

For the avoidance of doubt the consultation with the Steering Committee would not extend to the following matters

1. Any Estate Works which entail major rebuilding or replacement works to any plant on the Estate, the Conduits or Estate Roads (as defined in the Transfers) other than day to day repairs/maintenance and inspection.
2. Any repairs or estate works deemed necessary to address Health and Safety
3. Any repairs or estate works necessary as a result of an emergency
4. The specification for street lighting surveys or repairs.
5. The transfer of amenity land on the Estate to any 'B' shareholder in order to extend a property curtilage.
6. The appointment of the Managing Agents or the appointment of the surveyor carrying out the annual inspections.

At the meetings of the Steering Committee each member shall be allowed one vote and the vote would be by way of a show of hands by each member of the Steering Committee present at the meeting. A matter would be passed if it received at least 50% of the votes plus 1 cast at the meeting. The Steering Committee shall keep proper minutes of its meetings and any votes taken. When asked to do so the Steering Committee shall provide signed copies of Steering Committee minutes to the Managing Agent.

The matters voted upon at Steering Committee meetings will be referred by the Managing Agents to the Director for final approval. The Director will endeavour to consider the matters within 10 working days of the referral. The Director will only approve matters that in his opinion are in the interests of good estate management. The Directors decisions shall be final.

The Director reserves the right to dissolve the Steering Committee upon giving 10 days notice to the 'B' shareholders.

Director

Signature

N P Vaughan

Duly authorised signatory
for and on behalf of
Annington Nominees Limited

Dated

30 NOV 06