

**6 WHITFIELD ACTIVITY COMPLEX – MEMORANDUM AND ARTICLES OF ASSOCIATION  
(AN365-2004)**

At an Extraordinary General Meeting held on 17th March 2004, a resolution proposing changes to the Memorandum and Articles of Association for the Whitfield Activity Complex was approved. Prior to this approval being enacted, the City Council require to give their approval for the proposed changes, which are as follows:

Special Resolution A

Article 43 - "No business shall be transacted at any meeting unless a quorum is present; one quarter of all members of the company being present shall constitute a quorum."

*to be amended to read*

"No business shall be transacted at any meeting unless a quorum is present: twenty persons entitled to vote upon the business to be transacted, each being a member of the company, shall constitute a quorum."

Special Resolution B

Article 60 - "Unless otherwise determined by special resolution, the maximum number of directors (other than alternate directors) shall be sixteen, of whom a maximum of six directors shall be Member Directors, a maximum of four directors shall be Representative Directors and a maximum of three shall be Special Directors."

*to be amended to read*

"Unless otherwise determined by special resolution, the maximum number of directors (other than alternate directors) shall be sixteen, of whom a maximum of four directors shall be Representative Directors and a maximum of three shall be Special Directors."

Special Resolution C

Article 61 - "Unless otherwise determined by ordinary resolution, the maximum number of directors shall be two, of whom a minimum of two shall be Member Directors."

*to be amended to read*

"Unless otherwise determined by ordinary resolution, the minimum number of directors shall be six, of whom a minimum of six directors shall be Member Directors."

Special Resolution D

Article 89 - "Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors."

*to be amended to read*

"A minimum of three directors may collectively call a meeting of the directors or request the Secretary to call a meeting of the directors."

It is recommended that these changes be approved.