

CERTIFIED

to be a true copy of its original

..... *Bates, Wells & Braithwaite*

THE COMPANIES ACTS 1985 - 1989

CONTEMPORARY APPLIED ARTS
(Company Number 899449)
COMPANY LIMITED BY GUARANTEE

BATES, WELLS & BRAITHWAITE

ATFD: 6/09/94

SPECIAL RESOLUTION

That Contemporary Applied Arts change its Articles of Association as follows:-

(a) That Article 19 shall be deleted and replaced with the following:-

"19. The Chairman of the meeting shall not be entitled to a second or casting vote."

(b) That Article 28 shall be deleted and replaced with the following:-

"28. The Council of Management shall consist of not more than nine members comprising:-

- (a) up to six Council members elected by the members in general meeting;
- (b) up to three Council members co-opted from time to time by the Council and removable by it as it shall think fit from time to time;
- (c) such other persons as the Council may from time to time appoint to fill any casual vacancy amongst the elected members who may be removed by the Council at any time but shall in any event stand down at the next following Annual General Meeting.

PROVIDED FIRSTLY THAT notwithstanding any other provision of the Articles not more than half the elected Council members at the time of any election shall be craftspeople and secondly, that more than half the Council as a whole shall from time to time be comprised of non-craftspeople to the intent and effect that the Council shall use its power of appointment and removal under sub-clauses (b) and (c) of the Article to that end. "Craftspeople" in these Articles shall mean any person or persons whose work has been shown or stocked by the Association at its premises or elsewhere during the year prior to the time when that matters falls to be considered or whose name is or was during that period on the Index or Register of craftspeople maintained by the Association and whose work is thereby accepted for showing by the Association.

That Articles 29,30, 35(C) and 35(H) be deleted and subsequent Articles 31 and 32 be renumbered 30 and 31.

That a new article 32 be inserted as follows:-

"32. Delegation of Council of Management Powers

- (a) The Council may delegate any of their powers or the implementation of any of their resolutions to an Executive Committee.
- (b) The Resolution making that delegation should specify those who shall serve or be asked to serve on the Executive Committee (though the Resolution may allow the Executive Committee to make co-options up to a specified number).



- (c) The composition of the Executive Committee shall be entirely in the discretion of the Council and may comprise such of their number (if any) as the Resolution may specify but will always include the Chairman of the Council for the time being of the Association.
- (d) The deliberations of the Executive Committee shall be reported regularly to the Council and any Resolution passed or decision taken by the Executive Committee shall be reported forthwith to the Council and for that purpose the Executive Committee should appoint a Secretary.
- (e) All delegations under this Article shall be changeable or revocable at any time.
- (f) The Council may make such regulations and impose such terms and conditions and give such mandates to the Executive Committee as it may from time to time think fit.
- (g) For the avoidance of doubt the Council may delegate financial matters to the Executive Committee and may empower the Executive Committee to resolve upon the operation of any bank account according to such mandate as it shall think fit, whether or not requiring the signature of any member of the Council providing always that the Executive Committee shall not incur expenditure on behalf of the Association except in accordance with the budget which has been approved by the Council.

That Articles 36, 37 and 38 shall be deleted and replaced with the following:-

- *36. (a) At each Annual General Meeting of the Association one-third of the Council members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
 - (b) The Council members to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
37. A retiring Council member shall be eligible for re-election unless he or she shall already have been continuously in elected office for six years (which shall be deemed to be a period between the six prior Annual General Meetings) provided that after a break of not less than a period up to the next Annual General Meeting he or she shall be eligible for re-election.
38. The Association at the meeting at which such a Council member retires in a manner aforesaid may fill the vacated office by electing any person thereto, and in default such retiring Council member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council member shall have been put to the meeting and lost.

In Article 39(b)(ii) the phrase "member of the Association" shall be deleted and replaced by the word "person".

In Article 39(e) the word "four" shall be deleted.

That Article 43 be deleted and replaced with the following:-

- *43. The elected and co-opted members of the Council of Management shall by simple majority elect a Chairman from among their number. The Chairman shall hold

office until the second Annual General Meeting following his election but shall be eligible for re-election."

The above Special Resolution was passed at an Extraordinary General Meeting of the above named Company, duly convened, and held at 43 Earlham Street, London WC2H 9LD on 9 August 1994.

Signature

John Smith

Chairman

Date

2 September 94