

Company Number: 926812

THE ABBEYFIELD OXTON & PRENTON SOCIETY LIMITED

**Special Resolution passed at the Extraordinary General Meeting of the Society held
on Monday 1st August 2005 at 9.30am at 2 Gerald Road, Oxtton, Wirral.**

SPECIAL RESOLUTION

That the following wording be inserted into the Society's Memorandum of Association immediately after numbered paragraph 4 which begins "The income and property of the Society etc." but before the line "Provided that nothing herein shall prevent-":

"excepting the payment of any premium in respect of any indemnity insurance to cover the liability of the Committee Members which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society; provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Committee Members knew, or must be assumed to have known, was not in the best interests of the Society, or which Committee Members did not care whether it was in the best interests of the Society or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Committee Members."

We the undersigned confirm that the above resolution was passed unanimously at an Extraordinary General Meeting of our Society on 1st August 2005.

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J. Nicholls, Chairman and Director

Dated.....3/08/05.....

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W. Nicholls, Treasurer and Director

Dated.....3.08.05.....

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A. Davies, Secretary and Director

Dated.....03/08/05.....

