

Special Resolution:

CONSTITUTION:

THAT, pursuant to Section 1187 of the Companies Act, 2014, the Company's Articles of Association as contained in its Constitution be and they are hereby amended by Special Resolution as follows:

- (i) By deletion of the third sentence in Article 32 in its entirety and the substitution therefor of the following:

“The membership of the Governing Body shall include a Chairperson, Vice-Chairperson, Membership Secretary, Treasurer (or Joint Treasurers), and Regional Officer, plus such additional officers as the members of the Association shall decide upon.”

- (ii) By deletion of the first sentence in Article 33.D in its entirety and the substitution therefor of the following:

“Where there are vacancies to be filled in any of the special offices of the Governing Body separate votes shall be held for each office, in the following order: Chairperson, Vice-Chairperson, Membership Secretary, Treasurer, and Regional Officer.”

- (ii1) By the deletion of Article 50 in its entirety and the substitution therefor of the following:

“The Company Secretary shall be appointed by the Governing Body for such term and at such remuneration and upon such conditions as it may think fit, and any Company Secretary so appointed may be removed by the said Governing Body.”

Rationale:

Since the person who was holding the offices of Company Secretary and Membership Secretary has left our employment, it is necessary to separate those two offices again, so that the Company Secretary does not have to be also the Membership Secretary, as is the case at present.

Changes to original text:

Amendment (i) – The only change to Article 32 is the addition of Membership Secretary in the list of officers included in the membership of the Governing Body.

Amendment (ii) – The only change in Article 33.D is the addition of Membership Secretary in the list of the special offices of the Governing Body.

Amendment (iii) – The only change to Article 50 is the deletion of the entire second sentence, which linked the role of Membership Secretary to that of the Company Secretary.