

Registered society number: RS007232

WRITTEN RESOLUTION
of
Heart of England Community Energy Limited (the Society)
8th June 2018 (Circulation Date)

Pursuant to Article 60 of the Society's rules, the directors of the Society propose that the resolution below is passed as an extraordinary resolution (**Extraordinary Resolution**).

The articles will be voted for in groups. Group 1 will be articles 1, 2, 4 and 69. Group 2 will be article 54, 55 and 56. Group 3 will be article 66.

Numbering of the articles is according to the new proposed articles.

EXTRAORDINARY RESOLUTION

THAT Article 1 of the rules adopted by the Society is amended to state the correct name of the Society, in accordance to the name change:

"The name of the society shall be ~~Portworthy~~ **Heart of England** Community Energy Limited"

THAT Article 2 of the rules adopted by the Society is amended to state the correct registered office of the society:

"The registered office of the society shall be at ~~43/44 Orchard St, Bristol, BS1 5EH~~ **Overmoor Farm, Neston, Wiltshire, England, SN13 9TZ**"

THAT Article 4 of the rules adopted by the Society is amended to say:

"The objects of the Society shall be to carry on any business that will maximise the community benefit generated from renewable energy projects developed in ~~Portworthy and surrounding parishes~~ **South Warwickshire and nearby areas**"

THAT Articles 54 and 55 of the rules adopted by the Society be amended as shown below in order to incorporate options for electronic or postal voting.

For article 54

"Every member shall have one vote only on each resolution to be decided. Members present at a general meeting shall be decided on vote by a show of hands unless a paper ballot is demanded in accordance with these Rules. If the resolution has been submitted to electronic or postal voting in accordance with these rules, the resolution shall be determined by the aggregate of the votes of members present and the postal or electronic votes. A declaration by the chairperson that a resolution has on a show of hands or an aggregated vote been carried or lost, with an entry to that effect recorded in the minutes of the general meeting, shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded unless a paper ballot has been demanded in accordance with these rules. The electronic or postal votes of any member who attends the meeting will be discounted."

For article 55

"In the case of an equality of votes, whether on a show of hands or a **paper ballot or an aggregated vote poll**, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost."

THAT a new article (56) be added to the rules adopted by the Society, to detail the terms of an electronic and postal voting, to say:

"Any notice of electronic or postal votes shall:

- (a) State the purpose of the vote, the closing date and time of the vote;**

- (b) **Be sent to each eligible member by email or post at his or her given address;**
- (c) **Be accompanied by an electronic or postal voting document which in the case of an election or re-election of Directors shall state the number of Directors to be elected and re-elected and contain a list of the eligible candidates (distinguishing between retiring Directors and other candidates);**
- (d) **Be accompanied in the case of an election or re-election of Directors by any electronic address of not more than 300 words; and**
- (e) **Be sent so as to reach eligible members not less than ten clear days before the closing date of the vote”**

THAT article 66 of the rules adopted by the Society is amended to say:

“The composition of the Board shall be as follows:

- (a) Up to ~~five~~ **seven** Directors elected by and from the Society’s Members;”

THAT article 69 of the rules adopted by the Society is amended to say:

“The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals ~~must be Members of the Society and~~ will hold office as a Director only until the next annual general meeting.”

so that it is not contradictory to article 67 which is reproduced below.

“In addition the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.”

AGREEMENT

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Extraordinary Resolution:



Signed by

John Stott

Date: 08/06/2018