Appendix 2

SHAREHOLDER RESOLUTION TO BE ADDED TO THE AGM NOTICE

Wording to be added to the AGM notice:

SPECIAL RESOLUTION

To consider and, if thought fit, pass a Special Resolution in accordance with Rule 56, to amend the Rules of the Society in the manner set out below:

THAT the Rules of the Society be partially amended as follows:

Rule 8 (a), second line

After the words "*Local Authority properties*" delete "*defined in the Appendix to these Rules, and"* and replace with Rules *"within the area of benefit*"

Rule 8 (a), fourth line

After the words *"by the provision of these rules"* insert *"and who the Board, in its absolute discretion, confirm meets the eligibility criteria for membership as set out by the Board from time to time"*

Rule 16, second line

After the words *"A General Meeting shall be convened by at least fourteen days' notice in writing posted or delivered*" insert "*by electronic means as defined in section 148 of the Co-operative and Community Benefit Societies Act 2014 ("Electronic Means")"*

Rule 17, second line

After the words *"served forty-eight hours after its posting*" insert "*or if sent by Electronic Means shall be deemed to have been duly served twenty-four hours after being sent."*

Rule 18 (a) fourth line

After the words ***"****A proxy can be appointed by delivering a written appointment, which may be by way of" delete the words "electronic means as defined in section 148 of the Co-operative and Community Benefit Societies Act 2014 ("Electronic Means")" and replace with "Electronic Means".*

Rule 19

Rescind and replace with "*No business shall be transacted at a General Meeting unless a quorum is present. A quorum shall be five per cent of the membership or twelve members, whichever is the lesser, subject to an absolute minimum of six members present in person or by proxy."*

Rule 20, sixth line

Delete *"than"* and replace with *"then"*

Rule 28, second line

After the words "*not less than six*" delete the word *"elected"* and following the word *"members"* insert *"elected by the members at the Annual General Meeting ("Elected Board members")".*

Rule 30

Rescind and replace with "*At every Annual General Meeting one-third of the Elected Board members, or a number nearest to one-third, shall retire. Those to retire shall be those who have served longest. In the event of two or more Board members elected on the same day, those to retire shall, in the absence of agreement, be those who received the fewest votes when last elected to the Board. A retiring Elected Board member shall be eligible to stand for re-election."*

Rule 31, line one

Delete the words *'New'* and replace with *"The process for appointing Elected"* and delete the second reference to *"elected"* before the words *"as follows"*

Rule 31 (a)

After the words *"by writing"* insert *"or by Electronic Means"*

Rule 31 (b), line two

After the words "*at the Registered Office of the Society*" insert "*in writing or by Electronic Means*"

Rule 32 (a-c)

Rescind and replace with:

"*32 The Board may at any time appoint individuals to the Board in accordance with the following provisions:*

a) Up to two individuals, whether or not a member of the Society to serve on the Board in addition to the Elected Board members, appointed for their skills, expertise and/or experience, for such term as the Board decides. Persons appointed under this Rule 32a will be co-optees with full speaking and voting rights at meetings of the Board, provided that they cannot take part in the deliberations or vote on any matter directly affecting members

b) The Board may at any time appoint any member to fill any casual vacancy arising for Elected Board members on the Board. Priority for appointment to fill a casual vacancy shall be given to members who were nominated but not elected at the previous Annual General Meeting (if any) in order of number of votes cast.

c) Subject to Rule 35 or earlier removal by the Board, members appointed to fill a casual vacancy on the Board shall be classed as an Elected Board member and serve until the Annual General Meeting following their appointment but shall thereafter be eligible for election to the Board."

Retaining the final paragraph of Rule 32 which states*" The Board may invite other persons, whether or not members of the Society, to attend any of its meetings.*

Such invited persons shall not have voting rights and shall only have speaking rights at the discretion of the Chairperson."

Rule 35 (b)

Rescind and replace with "*being an Elected Board member, they cease to be a member of the Society, or is replaced as the representative of an organisation which is a member of the Society, or is an individual nominated as the representative of an unincorporated association which ceases to be a member; or*"

Rule 41

Rescind and replace with "*The quorum necessary for the transaction of business at a Board Meeting shall be 50% of Elected Board members for the time being in office, rounded up to the nearest whole number. Where there are co-optees appointed to the Board, to remain quorate, the meeting must maintain a majority of Elected Board members*"

Rule 47 (b), line 5

Remove the word "*Midland*" and replace with "*Barclays"*

Rule 48 (b)

After the words "*charges, rent and securities*" delete "(*not being securities payable to bearer) authorised by or under any Act of Parliament passed or to be passed of any Local Authority as defined by the Local Loans Act 1975*" and insert "*as the Board may decide;"*

[SUBJECT TO:

THAT any three of the members of the Society be appointed, together with the Secretary, to sign the said partial amendment of rules and to accept any further minor alterations made to these rules required by the Regulator of Social Housing, or the Financial Conduct Authority on behalf of the Society without further consulting the Society. **NOTES**

1. A member entitled to attend and vote at the General Meeting is entitled pursuant to the Rules of the Society to appoint a proxy to attend and vote in their place at the General Meeting. A proxy form is attached to this notice. A proxy need not be a Member of the Society.
2. To be valid, a proxy form must be return to the Society's registered office or by no later than [2 days prior to the meeting]