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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

of

**HARROGATE HEALTHCARE FACILITIES MANAGEMENT LIMITED (“THE COMPANY”)**

**Company No: 11048040**

**Circulation Date: 28 February 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 below is passed as an Ordinary Resolution of the Company; and
- Resolution 2 below is passed as a Special Resolution of the Company:

**Ordinary Resolution**

1. That, notwithstanding the provisions contained in Article 14 (1) of the Company’s articles of association, the following directors will be entitled to vote in spite of any and all declared conflict of interest:
  - a. Jonathan Coulter
  - b. Christopher Thompson

**Special Resolution**

2. That the regulations contained in the attached document be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

**Agreement**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution.

The undersigned being the sole member of the Company on the Circulation Date hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution.

Dated this        day of

.....  
**Chief Executive, for and on behalf of  
Harrogate and District NHS Foundation Trust**

## **Notes**

If you agree with the Ordinary Resolution and the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Strayside Wing, Lancaster Park Road, Harrogate, HG2 7SX.

If you do not agree to the Ordinary Resolution and the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Ordinary Resolution and the Special Resolution, you may not revoke your agreement.

Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Ordinary Resolution and Special Resolution, please ensure that your agreement reaches us before or during this date.