

**22-26 STANNARY STREET LIMITED**

**COMPANY NO. 756409**

**("the Company")**

**Minutes of a Meeting of the Board of Directors of the Company held at  
Park House, 184 Kennington Park Road, London, SE11 4BU  
at 11.30 am on Thursday 24 November 2005**

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**Present:**                   **Mr Marc Seale** (Chairman)  
                                  **Professor Norma Brook** (by telephone)

**In Attendance:**       Niamh O'Sullivan

**1       Quorum**

The Chairman confirmed that the meeting was duly convened and quorate and declared the meeting open.

**2       Business**

The Chairman reported that the purpose of the meeting was to deal with resignations and appointments of officers of the Company.

**3       Documents Tabled**

3.1    There were tabled:

3.1.1    letters of resignation, each confirming that the relevant officer had no outstanding claims against the Company of any nature, save for expenses which had not been reimbursed, from

- Sandy Yule (as director);
- Colin Lea (as director); and
- Broadway Secretaries Limited as company secretary)

3.1.2    forms 288b in respect of each of the proposed resignations;

3.1.3    forms 288a in respect of the following appointments:

- Robert Clegg (as a director); and
- Niamh O'Sullivan (as company secretary)

each duly signed by the proposed appointee to indicated their consent so to act.

3.1.4 a written resolution (“Written Resolution”) signed on behalf of the Health Professions Council (being the sole member of the Company) pursuant to which the Company elects:

- (a) to dispense with the holding of Annual General Meetings;
- (b) to dispense with the laying of accounts and reports before the Company in general meeting;
- (c) to dispense with the obligation to appoint auditors annually; and
- (d) to give the directors the power to allot shares indefinitely up to the authorised share capital of the Company from time to time.

3.2 IT WAS RESOLVED that the aforementioned resignations be accepted with effect from the end of the meeting and IT WAS FURTHER RESOLVED that Mr Clegg be appointed as director of the Company and that Miss O’Sullivan be appointed as the Company Secretary with effect from the end of the meeting .

3.3 IT WAS RESOLVED to approve and adopt the Written Resolution.

#### **4 Filing and Signing of Documents**

IT WAS RESOLVED that any officer of the Company be and is hereby authorised to execute any documents relating to the above business on the Company’s behalf and that the Company Secretary be and is hereby authorised to file the forms 288a and 288b and a Notice of the Written Resolution at Companies House.

#### **5 Closure**

There being no further business the Chairman declared the meeting closed.

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Chairman

Date	Ver.	Dept/Cmte	Doc Type	Title	Status	Int. Aud.
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