

Form Z

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CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

Acknowledgement of Registration of copy of Special Resolution

Name of Society: **Viridian Housing**

Register No. **12752 R**

The copy of the special resolution appended hereto is this day registered
under the Co-operative and Community Benefit Societies Act 2014.



Date: **22 May 2017**

Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London E14 5HS

VIRIDIAN HOUSING

(the "Society")

RESOLUTIONS

In accordance with section 109 of the Co-operative and Community Benefit Societies Act 2014 (the "Act"):

On 13th February 2017, at a quorate special general meeting of the Society, of which notice specifying the intention to propose the resolution had been duly given in accordance with the Society's rules, the special resolution set out below (the **Special Resolution**) was passed by a majority of not less than two-thirds of the members of the Society for the time being entitled to vote as voted in person or by proxy.

On 1st March 2017, at a subsequent quorate special general meeting of the Society, of which notice specifying the intention to propose the resolution had been duly given in accordance with the Act, the Minutes of the preceding special general meeting held on 13th February 2017 were approved and the Special Resolution was confirmed by a majority of the members of the Society for the time being entitled to vote as voted in person or by proxy.

SPECIAL RESOLUTION

"That by way of a special resolution pursuant to section 109 of the Co-operative and Community Benefit Societies Act 2014 (the Act), this registered society, being Viridian Housing (registered number 12752R), be amalgamated with AmicusHorizon Limited (registered number 30786R), each an **Amalgamating Society** and together the **Amalgamating Societies** on 31 March 2017 or such later date as the Financial Conduct Authority shall register both this special resolution and a special resolution in substantially the same form passed by the other Amalgamating Society on the following conditions:

- (i) The name of the amalgamated society (the **Society**) shall be Optivo.
- (ii) The registered office of the Society shall be Grosvenor House, 125 High Street, Croydon CRO 9XP.
- (iii) The rules of the Society shall be as annexed to this special resolution and initialled by the Chair for the purposes of identification.
- (iv) From the date on which this special resolution takes effect, the members of the Society shall be the members of the Amalgamating Societies, each of whom shall be entered on the share register of the Society with the like amount of shares as are registered in their name in the share register of the society of which they are a member immediately prior to this special resolution taking effect. Further, each member of the Society shall be credited in the books of the Society with the like amounts of share capital, loans, deposits, dividend and interest, as are standing

to their credit in the books of the society of which they are a member immediately prior to this special resolution taking effect.

- (v) The Amalgamating Societies shall not be dissolved by reason of the amalgamation.
- (vi) Pursuant to section 109(1) of the Act, the property of the Association shall hereby vest in the Society without need for any further conveyance than this special resolution, as may be confirmed in accordance with the Act."

Helen Lynn Davies

Chair of the Special General Meeting of VIRIDIAN HOUSING

Name H U L L E W R L Y N - D A V I E S - Date 12.4.17

[Signature]

Secretary of VIRIDIAN HOUSING

Name KERRY TROMANHAUSER Date 12 APRIL 2017



Form V

Co-operative and Community Benefit Societies Act 2014

Declaration to accompany Application for Registration of a Special Resolution for Amalgamation of Societies or for Transfer of Engagements of one Society to another or to accompany application for Registration of a Special Resolution for conversion into, amalgamation with or transfer of engagements to a company

Name of Society Viridian Housing

Register No 12752R

I, KERRY ANDREW TROMANHAUSER
of 142 WELFIELD ROAD, LONDON SW16 2BU

an officer of the above-named society, do solemnly and sincerely declare that in passing the special resolution, application for registration of which is appended to this declaration markedX..... the provisions of the Co-operative and Community Benefit Societies Act 2014 have been complied with.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Streathers Clapham LLP
53 Clapham High Street
Clapham
Declared at London
SW4 7TG
the 25th day of April
two thousand and seven



Signature of Declarant

[Signature]

before me,

[Signature]

*a Justice of the Peace, Commissioner for Oaths, Notary Public, or a solicitor with a Solicitor practising certificate.

VIRIDIAN HOUSING

(the "Society")

RESOLUTIONS

Marked x

N.J. Taylor

25-4-17

Solihull

In accordance with section 109 of the Co-operative and Community Benefit Societies Act 2014 (the "Act"):

On 13th February 2017, at a quorate special general meeting of the Society, of which notice specifying the intention to propose the resolution had been duly given in accordance with the Society's rules, the special resolution set out below (the **Special Resolution**) was passed by a majority of not less than two-thirds of the members of the Society for the time being entitled to vote as voted in person or by proxy.

On 1st March 2017, at a subsequent quorate special general meeting of the Society, of which notice specifying the intention to propose the resolution had been duly given in accordance with the Act, the Minutes of the preceding special general meeting held on 13th February 2017 were approved and the Special Resolution was confirmed by a majority of the members of the Society for the time being entitled to vote as voted in person or by proxy.

SPECIAL RESOLUTION

"That by way of a special resolution pursuant to section 109 of the Co-operative and Community Benefit Societies Act 2014 (the Act), this registered society, being Viridian Housing (registered number 12752R), be amalgamated with AmicusHorizon Limited (registered number 30786R), each an **Amalgamating Society** and together the **Amalgamating Societies**) on 31 March 2017 or such later date as the Financial Conduct Authority shall register both this special resolution and a special resolution in substantially the same form passed by the other Amalgamating Society on the following conditions:

- (i) The name of the amalgamated society (the **Society**) shall be Optivo.
- (ii) The registered office of the Society shall be Grosvenor House, 125 High Street, Croydon CRO 9XP.
- (iii) The rules of the Society shall be as annexed to this special resolution and initialled by the Chair for the purposes of identification.
- (iv) From the date on which this special resolution takes effect, the members of the Society shall be the members of the Amalgamating Societies, each of whom shall be entered on the share register of the Society with the like amount of shares as are registered in their name in the share register of the society of which they are a member immediately prior to this special resolution taking effect. Further, each member of the Society shall be credited in the books of the Society with the like amounts of share capital, loans, deposits, dividend and interest, as are standing

to their credit in the books of the society of which they are a member immediately prior to this special resolution taking effect.

- (v) The Amalgamating Societies shall not be dissolved by reason of the amalgamation.
- (vi) Pursuant to section 109(1) of the Act, the property of the Association shall hereby vest in the Society without need for any further conveyance than this special resolution, as may be confirmed in accordance with the Act."

Helenwyn Davies

Chair of the Special General Meeting of VIRIDIAN HOUSING

Name H. HELENWYN DAVIES Date 12. 4. 17

[Signature]

Secretary of VIRIDIAN HOUSING

Name KERRY TROMANHAUSER Date 12 APRIL 2017



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY



To be sent in duplicate (by each society) accompanied by Form V

Form T

Co-operative and Community Benefit Societies Act 2014

*Application for Registration of a Special Resolution for
Amalgamation of Societies pursuant to Section 109 of the said Act*

AmicusHorizon Limited
Register No.30786R

Viridian Housing
Register No. 12752R

To the Financial Conduct Authority

1. Application for registration of a special resolution for the amalgamation of the above named societies is made by Viridian Housing.
2. The following is a copy of a special resolution passed by a majority of not less than two-thirds of eligible members entitled under the rules to vote as voted in person (or by proxy) at a general meeting of the said society, of which notice specifying the intention to propose the resolution was duly given according to the rules, held on 13th February 2017, and confirmed by over half of eligible the members entitled under the rules to vote as voted in person (or by proxy) at a subsequent general meeting, of which notice was duly given, held on 1st March 2017, pursuant to section 109 of the above mentioned Act.

(Secretary of the Society)



Seal No.
VH/2017/536

Helen G. Dames



Signature of Chairman of Meeting
of the transferor society at which
resolution was confirmed.

Mc

Signature of Secretary



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY



To be sent in duplicate (by each society) accompanied by Form V

Form T

Co-operative and Community Benefit Societies Act 2014

*Application for Registration of a Special Resolution for
Amalgamation of Societies pursuant to Section 109 of the said Act*

AmicusHorizon Limited
Register No.30786R

Viridian Housing
Register No. 12752R

To the Financial Conduct Authority

1. Application for registration of a special resolution for the amalgamation of the above named societies is made by Viridian Housing.
2. The following is a copy of a special resolution passed by a majority of not less than two-thirds of eligible members entitled under the rules to vote as voted in person (or by proxy) at a general meeting of the said society, of which notice specifying the intention to propose the resolution was duly given according to the rules, held on 13th February 2017, and confirmed by over half of eligible the members entitled under the rules to vote as voted in person (or by proxy) at a subsequent general meeting, of which notice was duly given, held on 1st March 2017, pursuant to section 109 of the above mentioned Act.



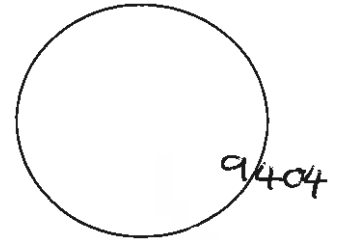
(Seal of the University of the South Pacific)

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Seal No.
VH/2017/535

Signature of Secretary

(Seal of the applicant Society)



* h. Davis

Signature of Chairman of Meeting
of the transferor society at which
resolution was confirmed.

A. Wignell

Signature of Secretary