

On behalf of the Charity Commissioners for England and Wales consent under s. 64 of the Charities Act 1993 is hereby given to these proposed amendments.

SPECIAL RESOLUTIONS

146363

PS 

P.J. GRIMSHAW
DIRECTOR




The British School of Osteopathy (the "Company")

Assistant Commissioner

Charity Number: 312873

At an Extraordinary/Annual General Meeting of the Company on the 24th day of June 2004 the following will be proposed:

1. That the Memorandum of Association be amended by deleting the words in clause 4.1(b) of the Memorandum everything commencing after the word "certificates" and adding "or diplomas or awards and other marks of recognition to those successfully passing the said examinations."
2. That clause 4.1(p) of the Memorandum of Association be amended by adding after the word "husbands" the word "partners".
3. That clause 4.1(q) of the Memorandum of Association be amended by adding to the end of the clause "or where the carrying on of such trading does not create a liability to pay income tax or corporation tax".
4. That clause 4.1(aa)(i) of the Memorandum of Association be amended by deleting the words after "Financial Services" and adding "and Markets Act 2000".
5. That clause 6.1(a) of the Memorandum of Association be amended by adding to the end of the clause "provided that the number of Directors so remunerated shall not exceed a minority of the Directors".
6. ~~That clause 6.1(b) of the Memorandum of Association be amended by deleting the words "(not being a Director except as in (a) above)".~~ 
7. That clause 6.1(b)(iii) of the Memorandum of Association be amended by deleting this sub-clause.
8. That the Articles of Association be amended by adding the following definition to Article 1.2 "The Board....The Board of Directors is the governing body of the Company".
9. That the Articles of Association be amended by deleting the definition in Article 1.2 of "The Board of Directors" and adding "The Directors....the Directors of the Company who are charitable trustees".
10. That the Articles of Association be amended by deleting the first sentence of Article 27.1 and replacing it with the following:

"The Board of Directors shall consist of not less than nine nor more than seventeen Directors of whom at least half shall be Independent Directors and the balance shall be made up of (i) qualified Osteopaths under the terms of the Osteopaths Act 1993 and (ii) osteopath degree students provided that no more than two osteopath degree students are on the Board and that there is no minimum number of osteopath degree students required to be on the Board."



11. That the Articles of Association be amended by including a new Article 27.2 as follows:

"Independent Directors shall be persons who are not osteopaths, osteopath trainees or former osteopaths appearing to have relevant skills or experience."

12. That the Articles of Association be amended by including a new Article 39.6 as follows:

"A meeting of the Directors may be held whether in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants."

13. That the Articles of Association be amended by deleting the title to Article 55 from "Profit and Loss Account and Balance Sheet" to "Annual Accounts".

14. That the Articles of Association be amended by amending Article 61.1 by adding the word "clear" after "21".

15. That the Articles of Association be amended by amending Article 61.2 by adding the words "or to the objects clause in the Memorandum of Association".