

THE COMPANIES ACTS 1985 AND 1989

COMPANY NUMBER 564883



SPECIAL RESOLUTIONS OF WELLS CATHEDRAL SCHOOL, LIMITED

WE, the undersigned being as at the date of these resolutions, all the members of the above-named company entitled to receive notice of and attend and vote at General Meetings HEREBY PASS THE following resolutions as SPECIAL RESOLUTIONS on 12th February..... 2002 pursuant to Article 26 of the Company's Articles of Association:

1. IT IS RESOLVED forthwith to amend Clause 7 of the Company's Memorandum of Association by deleting the existing words "to the Fabric Fund of the Dean and Chapter of Wells Cathedral or, at the option of the said Dean and Chapter" and inserting instead the words "to The Cathedral Trust or, at the option of the Chapter of Wells Cathedral".
2. IT IS RESOLVED that the existing paragraph (A) of Article 5 be deleted in its entirety and replaced by the following -
 - "(A) any five nominees (from eight) of the Chapter of the Cathedral Church of St Andrew in Wells excepting the Cathedral Administrator if he or she be one of the said eight as nominated in writing to the Association by such Chapter at any time or from time to time."
3. IT IS RESOLVED that the existing Article 30 be deleted in its entirety and replaced by the following -
 - "30. The Governing Body shall consist of:-
 - (A) any five nominees (from eight) of the Chapter of the Cathedral Church of St Andrew in Wells excepting the Cathedral Administrator if he or she be one of the said eight as nominated in writing to the Association by such Chapter at any time or from time to time and
 - (B) such other persons (up to a maximum of six) as the five nominees (nominated pursuant to (A) above) may from time to time appoint.
 - (C) in the event of any of the five nominees (nominated pursuant to (A) above) resigning as a member of the Governing Body then the Chapter of the Cathedral Church of St Andrew in Wells may appoint another person to fill the vacancy occurring.

Every nominee nominated pursuant to paragraph (A) above shall forthwith become and remain a Governor unless and until he or she elects to resign and during his/her tenure (unless he or she has resigned) shall remain a Governor notwithstanding that during such tenure he/she shall have attained the age of seventy years.

Governors appointed under sub-paragraph (B) of this Article shall retire at the next Annual General Meeting and thereafter at the Annual General Meeting in every subsequent year one third of the Governors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

A retiring Governor shall be eligible for re-election.

4. IT IS RESOLVED that the existing Article 31 be deleted in its entirety and replaced by the following -

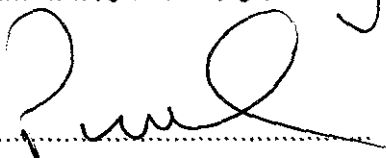
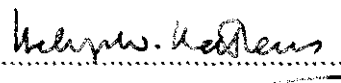
"31. The office of a Governor shall be vacated in case of any of the five nominees (nominated pursuant to sub-paragraph (A) of Article 30 above);

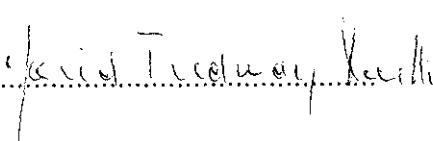

- (A) if he/she cease to be a member of the Chapter of the Cathedral Church of St Andrew in Wells; or
- (B) if he/she shall cease to hold office, or is prohibited from holding office, by virtue of any provision of the Act; or
- (C) if he/she shall resign from being a Governor."

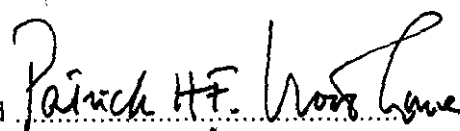
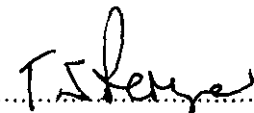
5. IT IS RESOLVED that paragraph (D) of Article 31A be deleted in its entirety and replaced by the following -

"(D) in the case of a Governor appointed under Article 30(C) if that Governor ceases to be a member of the Chapter of the Cathedral Church of St Andrew in Wells."

Dated 12th February 2002

Signed  Signed 

Signed  Signed 

Signed  Signed 

Signed *[Signature]*

Signed *mkwrtley*

Signed *[Signature]*

Signed *Richard H*

Signed *[Signature]*

Signed