

SPECIAL RESOLUTION

(Pursuant to the Companies Act 1948 Sections 10, 16, 19 & 41)
of

THE DITCHLEY FOUNDATION LIMITED

Passed the 29th November 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company
convened and held at The Crown Estate Office, Whitehall,
London S.W.1 on the 29th day of November 1966 the sub-
joined Special Resolutions were duly passed as SPECIAL RESOLUTIONS

REGISTERED

14 DEC 1966

SPECIAL RESOLUTIONS

That the Memorandum of Association of the Company be amended
as follows:-

- (a) By the deletion from clause 3(B)(iv) of the words "Subject to the provisions of section 14 of the Companies Act, 1948, to" and the substitution therefor of the word "To".
- (b) By the deletion from clause 3(B)(ix) of the words "Subject to the provisions of section 14 of the Companies Act, 1948, to" and the substitution therefor of the word "To".
- (c) By the deletion from clause 3(B)(xv) of the words "(whether or not authorised by law for the investment of Trust Funds) as the Foundation may determine" and the substitution therefor of the words "as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided".
- (d) By the deletion from clause 3(B)(xvii) of the word "To" where it first occurs and the substitution therefor of the words "Subject to paragraph 4 hereof, to".
- (e) By the deletion from clause 3 of the two Provisos immediately following sub-clause (B)(xviii) and the substitution therefor of the following words :

"PROVIDED THAT:

- (1) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (2) The Foundation shall not support with its funds any object or endeavour to impose on or procure to be observed

by its members or others, any regulation, restriction or condition which if an object of the Foundation would make it a Trade Union.

(iii) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division, The Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated."

2. That the Articles of Association of the Company be amended as follows:

- (a) By the deletion from Article 6 of the word "of" where it first occurs.
- (b) By the deletion from Article 7 of the word "LIMITED" and the insertion immediately after "THE DITCHLEY FOUNDATION" of the words "until the 19. 7".
- (c) By the insertion in Article 8 immediately after the words "throughout his life" of the words "or for some other period specified in the Consent to Membership signed by him" and after the words "Council are present" of the words "and at which the member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf"
- (d) By the deletion of Articles 9, 10, 11, 12, 13, 14, 15, and 40.
- (e) By the insertion after Article 8 of the following words as Article 9:
"9. Members may be designated "Governors of the Foundation".
- (f) By the deletion from Article 23 of the word "three" and the substitution therefor of the word "seven".

(g) By the deletion from Article 32 of the words "Subject as hereinafter provided, every" and the substitution therefor of the word "Every".

(h) By the deletion from Article 38 of the figures "12" and the substitution therefor of the figures "20".

(i) By the deletion from Article 66 of the word "four" and the substitution therefor of the word "nine".

(j) By the re-numbering of Articles 16 to 39 (inclusive) as 10 to 33 and of Articles 41 to 71 (inclusive) as 34 to 64.

3. That the name of the Company be changed to "The Ditchley Foundation".

Ros. Grant

SECRETARY

Presented to the Registrar of Companies
on the day of 1966.



We hereby certify that this resolution has been processed by the Rankerox machine.

Herbert S. Jones
Herbert S. Jones & Co.