

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

- of -

COBHAM HALL (the "Company")

(Company Number 00686707)

PASSED 27 June 2006

At an Extraordinary General Meeting of the Company duly convened and held at The Commonwealth Club, 25 Northumberland Avenue, London WC2N 5AP on 27 June 2006 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company adopted by special resolution passed on 21 March 1995 be amended as follows:

(a) by deleting the present Article 26 and by adopting new Articles 26 - 30 namely:

APPOINTMENT OF GOVERNORS

26. Notwithstanding Article 31, Governors shall be appointed at the annual general meeting.
27. No person may be nominated for appointment as a Governor at any annual general meeting unless their nomination is approved by two-thirds of the Governors at a quorate meeting of the Board of Governors.
28. Subject to Article 29, a Governor shall serve a term of five years from the date of the annual general meeting in which he or she was nominated for appointment. Upon the expiry of the five year term the Governor shall retire, but subject to Article 27 a retiring Governor shall be eligible for re-election for a further term of five years at the next annual general meeting.



29. If a Governor attains the age of 70 or more during their term of appointment, upon the expiry of that term they shall retire, but shall be eligible for re-election for a further term of one year at the next annual general meeting.
30. The Governors may from time to time, appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the Board of Governors by approval of two-thirds of the Governors at a quorate meeting of the Board of Governors. The appointment of Governors pursuant to this Article 30 shall be on such terms and for such periods of time as the Board of Governors may determine. In making such appointments and setting such terms of appointment the Governors shall have due regard to best practice following any guidance or requirements of the Charity Commission at the time of appointment.

(b) by adopting new Article 37:

REMOVAL OF GOVERNOR

37. The Governors may by two-thirds of the vote at a meeting of the Board of Governors, of which notice of the removal was given at the same time as notice of the meeting, remove any Governor before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and such Governor.

(c) by deleting the present Article 37 and by adopting new Articles 42 – 45 namely:

42. The Governors may from time to time appoint one of their body to the office of Chairman and up to two of their body to the office of Deputy Chairman for such period and on such terms as they think fit, providing that no appointment shall exceed three years and, subject to the terms of any agreement entered into in any particular case, the Governors may revoke such appointment.
43. At the end of their initial term as Chairman or Deputy Chairman a retiring Chairman or Deputy Chairman shall be eligible for re-election to the office of Chairman or Deputy Chairman for one further term only. No person may hold office as the Chairman or Deputy Chairman for more than two consecutive terms.
44. Appointments to and removals from the office of Chairman and the office of Deputy Chairman shall be determined by the approval of two-thirds of the Governors at quorate meetings of the Board of Governors. No Governor standing for appointment or removal shall vote in or count towards the quorum of such meeting.
45. The Chairman shall preside at all meetings of the Board of Governors at which he or she is present. If the Chairman is unable to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairman shall preside, if the Deputy Chairman is not present, the Governors present may appoint one of their number to chair that meeting.

(d) by renumbering the present Articles 27 – 32 as Articles 31 – 36; by renumbering the present Articles 33 – 36 as Articles 38 – 41; by renumbering the present Articles 38 – 51 as Articles 46 – 59.

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CHAIRMAN