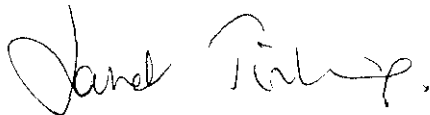


ABBNEYFIELD AXMINSTER SOCIETY LIMITED

At the A.G.M held on 25th November 2002 the following resolution was passed:

It was resolved to amend the Memorandum and Articles of Association of the company using the Charity Commissioner's model wording for a new clause 3(u) and to replace clause 4.

Certified copy



Miss Janet Tinling  
Hon.Treasurer



CLAUSE 3(u)

"To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or a breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs or any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company

REPLACE CLAUSE 4.

"Directors not to have a personal interest. The income and property of the company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the company, and no director shall be appointed to any office of the company paid by salary or fees or receive remuneration or other benefit in money or money's worth from the company: Provided that nothing in this document shall prevent any payment in good faith by the company:

1. of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director;
2. of interest on money lent by any member of the company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
3. of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
4. of reasonable and proper rent for property demised or let by any member of the company or a director;
5. to any director of reasonable out-of-pocket expenses;

6. of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company."



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