

THE BELL EDUCATIONAL TRUST LIMITED

SPECIAL RESOLUTIONS passed on 19th June 2003

Resolution

1. That the Articles of Association of the Company be amended as follows :-
 - (a) By deleting the twelfth, thirteenth and fourteenth words of Article 44 and substituting for them the following words namely "on the later of the fifth anniversary of his appointment and"
 - (b) In Article 46 by substituting reference to Article 50 for the existing reference to Article 33; and
 - (c) By substituting the following words for Article 47, namely :-

"47. If it is wished to elect any member (in this Article a "candidate") as a Governor at any General Meeting then either :-

 - (a) the candidate must be recommended by the Governors for election; or
 - (b) the following conditions must be met :-
 - (i) the member proposing such election must have given notice in writing to the Secretary of his intention to propose the candidate. Such notice must be given not less than 4 days nor more than 28 days before the relevant General Meeting; and



- (ii) the candidate must have given to the Secretary his signed consent to being elected as a Governor."

Resolution

2. Subject to the changes proposed by this Resolution not taking effect without the written consent of the Charity Commissioners for England and Wales, that the Memorandum of Association of the Company be amended as follows :-


- (a) By adding a further sub clause to clause 3 as follows :-

"(J) To provide indemnity insurance to cover the liability of the Governors 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 Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in reckless disregard as 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 any unsuccessful defence to a criminal prosecution brought against the Governors in their capacity as directors of the Company."

- (b) By adding a further sub-sub-clause to clause 4(B) as follows :-

"(vi) payment of any premium in respect of any indemnity insurance to cover the liability of the Governors 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 Governors knew to be a breach of trust or breach of duty or which was committed by the Governors in

reckless disregard as 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 Governors in their capacity as directors of the Company."

A handwritten signature in black ink, appearing to be 'CH' followed by a long, sweeping horizontal line.

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Colin Harris

Secretary