

We hereby certify  
this to be a true copy  
of the original.  
Paisner & Co.  
Paisner & Co.  
3.11.92

No. 1150304

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

OF

THE ARCHITECTURAL HERITAGE FUND

("the Company")



By this unanimous written resolution we, being all the members of the Company entitled to attend and vote at general meetings of the Company, HEREBY DECLARE, that the following resolution be passed as a Special Resolution of the Company, namely:-

SPECIAL RESOLUTION

"That the Articles of Association of the Company be amended in the manner set out below:-

- (a) by the deletion of Article 32 and the substitution of the following Article in lieu thereof, that is to say:-

32. Until otherwise determined by the Trust in General Meeting the number of the members of the Council shall not be less than three but there shall be no maximum to the number of members of the Council provided always that the Council shall consist of equal numbers of Crown Appointees (as defined in Article 33) and Architectural Heritage Fund Appointees (as defined in Article 33).

- (b) by the deletion of Article 33 and the substitution of the following Article in lieu thereof, that is to

say:-

33. (1) Subject to Article 32 the members of the Council shall be:

(A) the persons appointed by the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department ("Crown Appointees"); and

(B) the persons appointed by a simple majority of the members from time to time of the Council ("Architectural Heritage Fund Appointees").

(2) No appointment shall be made of a Council member in accordance with sub-clauses 1(A) or 1(B) of this Article unless the Council will consist of equal numbers of Crown Appointees and Architectural Heritage Fund Appointees after such appointment.

(3) No person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or monies worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council.

(c) by the deletion of Article 39 and the substitution of the following Article in lieu thereof, that is to say:-

39. (A) The members of the Council shall hold office for a term of three years but shall be eligible for re-appointment in accordance with the provisions hereof.

(B) Upon the death or retirement of a member of

the Council or if he should be removed from office or cease to be eligible for membership of the Council in accordance with Article 38 hereof the Secretary of State for National Heritage or such Minister of the Crown as may from time to time be vested with responsibility for the business of the said Department (in the case of a Crown Appointee) or a simple majority of the members of the Council (in the case of an Architectural Heritage Fund Appointee) shall respectively have the power to appoint a successor in his place.

(C) A member appointed in accordance with the provisions of sub-clause (B) hereof shall hold office for the remainder of the term for the member of the Council whose office shall have been vacated as aforesaid.

(D) Upon the expiration of his term of office a member shall be eligible for re-appointment in accordance with the provisions hereof."

.....*Grafton*.....  
The Duke of Grafton KG

.....*Nicholas Baring*.....  
Mr Nicholas Baring


.....*Martin Bradshaw*.....  
Mr Martin Bradshaw

.....*Hadley Buck*.....  
Mr Hadley Buck


.....*Robert Clow*.....  
Mr Robert Clow

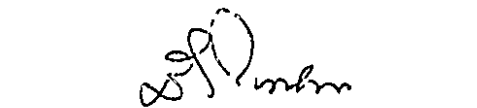
.....*James Dunbar-Nasmith*.....  
Professor James  
Dunbar-Nasmith CBE

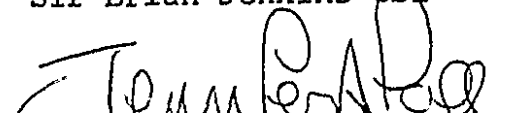
  
.....  
Mr John N C James CBE

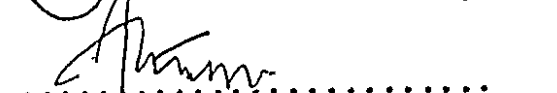
  
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Dame Jennifer Jenkins DBE


  
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Mr Peter Rumble CB

  
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Dr Roger Wooll

  
.....  
Sir Brian Jenkins CBE

  
.....  
Miss Jennifer Page

  
.....  
Mr Maurice Stonefrost CBE DL

  
.....  
Mr Roy Worskett

Date: 30<sup>th</sup> October 1992