

Company Number: 1701760

**WRITTEN RESOLUTION
OF
REGENT'S COLLEGE
("the Company")**

Pursuant to Article 23 of the Articles of Association of the Company, we, the undersigned, being the only members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTION

IT IS RESOLVED THAT:

1 Amendment of Memorandum of Association

- 1.1 The consent of the Charity Commissioners having been obtained, the Memorandum of Association of the Company be and is hereby altered such that it be in the form of the Memorandum of Association ("the New Memorandum") attached to this Special Resolution.

(In particular, it is noted that:

- 1.1.1 Clause 4 of the New Memorandum replaces the powers set out in the Memorandum with wider powers, including at Clause 4.1.40, the power to provide indemnity insurance for the Directors;
- 1.1.2 Clause 6 of the New Memorandum has been inserted into the New Memorandum permitting the remuneration of Directors;
- 1.1.3 Clause 7 of the New Memorandum has been inserted into the New Memorandum permitting the payment of Directors for services provided to the Company; and
- 1.1.4 Clause 10 of the New Memorandum has been amended so that Rockford College ceases to be the beneficiary of any remaining assets if the Company is wound up whilst solvent).

2 Replacement of Articles of Association

- 2.1 The Articles of Association of the Company be and are hereby replaced with the Articles of Association attached to this Special Resolution.

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Brian Cooney

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Date

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Peter Douglas

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Date

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David Ellis

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Date

E. de la Croix
.....
Professor Eric de la Croix

27 May 2005
.....
Date

2 Replacement of Articles of Association

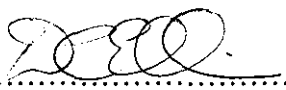
2.1 The Articles of Association of the Company be and are hereby replaced with the Articles of Association attached to this Special Resolution.

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Brian Cooney

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Date

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Peter Douglas

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Date


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David Ellis

9.5.05
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Date

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Professor Eric de la Croix

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Date

2 Replacement of Articles of Association

- 2.1 The Articles of Association of the Company be and are hereby replaced with the Articles of Association attached to this Special Resolution.

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Brian Cooney

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Date


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Peter Douglas


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Date

.....
David Ellis

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Date

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Professor Eric de la Croix

.....
Date

2 Replacement of Articles of Association

- 2.1 The Articles of Association of the Company be and are hereby replaced with the Articles of Association attached to this Special Resolution.

Brian J Cooney *26 . 05 . 05*
Brian Cooney Date

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Peter Douglas Date

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David Ellis Date

.....
Professor Eric de la Croix Date

THE COMPANIES ACTS 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
AND HAVING CHARITABLE STATUS**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
of
REGENT'S COLLEGE**

Company Number: 1791760
Date of Incorporation: 15th February 1984
As amended by special resolution on: [insert]

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