

(58986)



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.

Thompson

Special resolution.

That the Memorandum and Articles of Association of St Luke's Oxford be altered by the addition of the below clauses numbered 3 B (j) and 4 (g)

Clause 3 B (j) to read

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 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 any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company

Clause 4 (g) to read

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 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 any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company

These clauses will only become effective upon the grant, by the Charity Commission, of its authority and permission for such clauses to be included in the companies Memorandum and Articles of Association

The Meeting instructs the company secretary to apply to the charity commissioners for such permission and, subject to receiving said approval, to submit the special resolutions together with an amended Memorandum and Articles of Association to companies house within 15 days of receiving the charities commissions approval

I Certify that this is a true copy of the special resolution passed at the AGM on the 29th September 2003 and endorsed by the Charity Commissioners

Company Secretary

14-11-2003