

Company Number
2040312

CERTIFIED THAT THIS IS A
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SOLICITOR
ALLEN & OVERY
ONE NEW CHANGE
LONDON EC4M 8QQ

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTION

of

ORCHESTRA OF THE AGE OF ENLIGHTENMENT
(passed on 19th January, 1996)

At an ANNUAL GENERAL MEETING of the Company held on 19th January, 1996 the following resolution was passed as a Special Resolution of the Company:

That the Articles of Association of the Company be amended as follows:

(a) By amending Article 1 as follows:

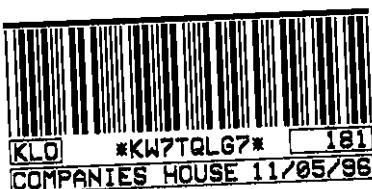
- (i) By inserting the definition "Advisory Council means the advisory council as provided in the Articles".
- (ii) By deleting the reference to "the Board of Trustees".
- (iii) By deleting the reference to "Trustees".

(b) By deleting the first sentence of Article 3 and inserting in its place the following:

"For the purposes of the Act there shall be only one class of membership."

(c) By inserting a new Article 4:

"The Members shall be those persons as shall be admitted by the Board to membership of the Company. No person shall be admitted as a Member of the Company unless he is approved by a majority of at least three-fourths of the Directors (such approval not to be unreasonably withheld) and has complied with such conditions as the Directors may from time to time prescribe for applicants for membership. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board shall require and shall pay any annual subscription laid down from time to time by the Board."



- (d) By amending Article 4 to read as follows:

"5. The Member shall be entitled to attend and vote at all general meetings of the Company so long as all moneys payable by them to the Company have been paid."

- (e) By deleting Article 5.

- (f) By deleting Article 6 and inserting in its place:

"All persons who are Members of the Company immediately prior to the adoption of these Articles shall cease to be Members for the purposes of the Act and particulars in relation to them shall be removed from the Register."

- (g) By inserting in Article 9 the following:

"(e) if he fails to pay the annual subscription fee after being advised that it is due."

- (h) By deleting Articles 11, 12, 13 and 14 which refer to election procedures.

- (i) By deleting from Article 25 (re-numbered 21) the words "other than an Honorary Member".

- (j) By deleting from Article 27 (re-numbered 23) the words "one of whom must be an Orchestral Member".

- (k) By amending Article 38 (re-numbered 34):

- (i) by deleting the second sentence in sub-clause (1) and adding the following in its place:

"The number of Members of the Company acting as Directors of the Board who are not Orchestra Players shall at all times exceed the number of Members acting as directors who are Orchestra Players."

- (ii) by inserting a new sub-clause (2):

"Orchestra Players are Members of the Company who in the opinion of the Board are regular members of any orchestral or musical ensemble for the time being maintained by the Company".

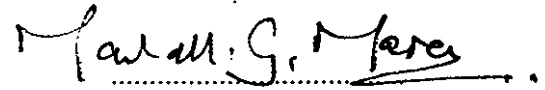
- (l) By amending Article 39 (re-numbered 35):

- (i) by deleting sub-clause (3).

- (ii) by inserting a new sub-clause (3) as follows:

"The two Directors to retire in every year shall comprise one Member who is an Orchestra Player and one Member who is not and shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed Directors on the same day those to return shall (unless they otherwise agree among themselves) be determined by lot.";

- (iii) by deleting from sub-clause (6) the words "one of whom must be an Orchestral Member".
- (m) By substituting in Article 44A (re-numbered 40A) the words "Advisory Council" for the words "a Board of Trustees" and "a Member of the Advisory Council" for "Trustee".
- (n) By substituting in Article 51(a) (re-numbered 47(a)) all the words "Orchestra Players" for the words "one of whom must be an Orchestral Member".


Chairman