

Company No. 2107585

THE COMPANIES ACTS 1985 – 1989

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
THE RYES SCHOOL LIMITED**

Passed on *8 November* 2002

Resolution in writing signed by all of the Shareholders of the Company entitled to attend and receive notice of a meeting of Shareholders and passed pursuant to Regulation 53 of Table A to the Companies Act 1985:

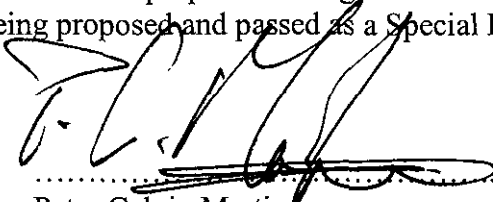
SPECIAL RESOLUTION

1. THAT, the Memorandum of Association of the Company be and is hereby altered by the adoption of the adoption of a new clause 3 (O) namely:

“O To the extent that the same may be permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company, or in the Company’s holding company for the time being (as defined in section 736 and 736A of the Companies Act 1985), and to give such assistance by any means howsoever permitted by law”.

We, the undersigned, being all the members who would have been entitled to receive notice of and to attend and vote at a general meeting upon the above mentioned resolution had it been proposed at a general meeting, hereby consent to the above resolution being proposed and passed as a Special Resolution as indicated.

Signed:


Peter Calvin Martin
(50,000 A Ordinary Shares)

Dated:

8 November 2002



Signed: Jane M Martin
Jane Margaret Martin
(50,000 B Ordinary Shares)

Dated: 8 November 2002

COMPANY NUMBER: 2107585

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

AMENDED

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

THE RYES SCHOOL LIMITED

(Amended pursuant to Written Resolutions passed
on 26 February 1998, 27 April 1998 and 8 November 2002)

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THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE RYES SCHOOL LIMITED

(As amended by Written Resolutions
passed on 26 February 1998, 27 April 1998 and 8 November 2002)

- 1 ¹The Company's name is "The Ryes School Limited".
- 2 The Company's Registered Office is to be situated in England and Wales.
- 3 The Company's objects are:
 - A (i) To purchase or otherwise acquire establish maintain conduct and carry on schools and colleges for the education of girls boys or adult students of either sex particularly those with complex special needs; and to provide for the delivery and holding of classes lectures exhibitions and conferences calculated to advance the cause of education and to do all such acts and things as may be deemed necessary for imparting instruction and for the encouragement of study education and learning, and to support organise endow finance maintain and provide for public or private lectures meetings addresses professorships lectureships and readerships calculated to promote the said principles, to provide and equip classrooms laboratories gymnasia swimming baths playing fields dining and recreation rooms dwellinghouses hostels boarding houses hotels and other accommodation and conveniences for pupils masters mistresses and other persons employed by the Company or performing any function or doing any act in furtherance of the educational purposes of the Company.
 - (ii) To create and administer and to assist in the creation and administration of scholarships exhibitions and prizes for the

¹ Pursuant to a Special Resolution passed on 9 March 1987 the name of the Company was changed from Havenplace Limited to The Ryes School Limited.

encouragement of study and learning and to act as trustees or managers of any property endowment bequest or gift for educational purposes; and to receive voluntary donations and subscriptions for any of the purposes of the Company and to accord to the donor thereof such privileges of nominations or pupils or otherwise as the Company shall from time to time determine.

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the normal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.

- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donation, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object: and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares with or without, referred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debenture or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) ²To the extent that the same may be permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company, or in the Company's holding company for time being (as defined in section 736 and 736A of the Companies Act 1985), and to give such assistance by any means howsoever permitted by law.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. ³The Company's share capital is £100,000.00 divided into 50,000 A Ordinary Shares of £1 each and 50,000 B Ordinary Shares of £1 each.

² Inserted pursuant to a Special Resolution passed on 8 November 2002

³ Pursuant to a Written Resolution passed on 26 February 1998 the authorised and issued Share Capital was increased from £100 to £100,000 by the creation of a further 49,950 "A" Ordinary Shares of £ each and 49,950 "B" Ordinary Shares of £1 each ranking pari passu in all respects and having the rights set out in the Articles of Association. The existing 100 shares were designated as 50 "A" Ordinary Shares and 50 "B" Ordinary Shares.