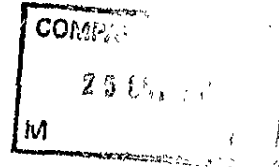


G21/6444B

Company No: 2387916



The Companies Act 1985 and 1989

A Company Limited by Guarantee and not having a Share Capital

Special Resolution of

DERBY CITY TECHNOLOGY COLLEGE

(Passed on 26 July 1991)

All the Members of the above mentioned Company entitled to receive notice of and to attend and vote at General Meetings of the Company duly passed pursuant to Section 381 A Companies Act 1985 on July 1991 the following special resolutions:

- "(a) of reasonable and proper remuneration to any member, officer or servant of the Company or any member of its Counsel of Management or other Governing Body for any services rendered to the Company provided that such remuneration may only be paid to a member of the Counsel of Management or other Governing Body if such person is employed as Principal, as a teacher or otherwise as staff in the City Technology College referred to in clause 3(a) hereof".
- (b) that the Articles of Association of the Company be and are hereby amended as follows:
 - (a) In Article 1:
 - (i) by a deletion of:
""Sponsor" means Melhigh Limited"
 - (ii) by the insertion of:
""First Sponsor" means The Landau Foundation Limited"; and
""Second Sponsor" means Forte plc"
 - (iii) by the deletion of:
""Governor" means a Governor of the College" and the substitution thereof of;

"Governor" means a person appointed for the time being to the Board of Governors of the Company"

(b) In Article 3 by the deletion of the words "Council may" and the substitution therefor of "the First Sponsor, the Second Sponsor and the Secretary of State may jointly"

(c) By the deletion of Article 4 and the substitution therefor of:

"Each of the First Sponsor and the Second Sponsor shall be entitled from time to time by written notice delivered to the Company's registered office to nominate three persons as Members of the Company and the Secretary of State shall be entitled from time to time by written notice delivered as aforesaid to nominate one person as a Member of the Company. All persons nominated as members pursuant to this Article shall be Primary Members. Each of the First Sponsor, the Second Sponsor and the Secretary of State shall have the right from time to time by written notice delivered as aforesaid to remove any Primary Member nominated by them and to appoint a new Primary Member to fill a vacancy resulting from removal as aforesaid or otherwise howsoever. If either the First Sponsor or the Second Sponsor goes into liquidation its respective right to nominate Primary Members under this Article and to join in nominating additional Members under Article 5 shall vest in the remaining Members"

(d) In Article 5 by the deletion of the word "Sponsor" and the substitution therefor of "First Sponsor, the Second Sponsor"

(e) In Article 9 by the deletion of the first three sentences

(f) In Article 10 by the deletion of the word "Board" in the first and last lines and the substitution therefor of the word "Governors"

(g) In Article 16 by the deletion of the word "Governor" in the first and second lines and the substitution therefor of "Primary Member"

(g) By the deletion of Article 33

(h) By the renumbering of Articles 34, 35, 36 and 37 as Articles 33, 34, 35 and 36 respectively

(i) In Article 34 by the deletion of the reference to Article "34" and the substitution therefor of Article "33"

(j) By the insertion after Article 36 of a new Articles 37, 37A, 37B, 37C and 37D as follows:

"37. Any Governor (other than an alternate Governor) may appoint any other Governor or any other person

approved by resolution of the Governors and willing to act to be an alternate Governor and may remove from office an alternate Governor so appointed by him.

37A An Alternate Governor shall be entitled to receive notice of all meetings of Governors and of all meetings of Committees of Governors of which his Appointor is a Member to attend and vote at any such meeting at which the Governor appointing him is not personally present and generally to perform all functions of his Appointor as a Governor in his presence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Governor but it shall not be necessary to give notice of such a meeting to an alternate Governor who is absent from the United Kingdom.

37B An alternate Governor shall cease to be an Alternate Governor if his appointor ceases to be a Governor.


37C Any appointment or removal of an alternate Governor shall be by notice to the Company signed by the Governor making or revoking the appointment or in any other manner approved by the Governors.

37D Save as otherwise provided in the Articles an alternate Governor shall be deemed for all purposes to be a Governor and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Governor appointing him".

(k) In Article 57 by the deletion of the word "it" in the fourth line and the substitution therefor of the word "them"

(l) In Article 56 by the deletion in the first line of "Governors" and by the substitution thereof of "Members", and by the insertion at the commencement of the second sentence of "Subject to the provisions of the Scheme of Government and "

Dated: 26 July 1991


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Director/Secretary