

COMPANY NUMBER: 2510318

**WRITTEN RESOLUTION**

**CHARITIES EVALUATION SERVICES**

WE, the undersigned, being all the Members for the time being of the above named Company entitled to receive notice and to attend and vote at General Meetings hereby pass the following Composite Resolution as a Special Resolution and agree that the said Composite Resolution shall, pursuant to Section 381(a) of the Companies Act 1985, 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**

That the Articles of Association shall be altered in the following respects:-

(A) Articles 39-44 inclusive shall be deleted and replaced by the following:-

"39. The number of members of the Board of Trustees shall not be more than twenty nor less than two and shall consist firstly of persons appointed in accordance with Articles 40-43 of which there shall be a maximum of 15 and secondly of the Chairs of the Regional Committees of the Company who shall sit on the Board of Trustees in an ex-officio capacity. Ex-officio Trustees will not be subject to Articles 40-43 but shall in all other respects be treated as members of the Board of Trustees.

40. The members of the Board of Trustees shall be elected by the Members in General Meeting and shall hold office from the date of their appointment until their retirement in accordance with these Articles.



41. At the next Annual General Meeting of the Company in 1994 and at every subsequent Annual General Meeting one-third of the Board of Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. The members of the Board to retire by rotation 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 members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
42. Members of the Board retiring by rotation pursuant to Article 41 shall be eligible for re-election for a further term of office provided that no member of the Board of Trustees shall be able to hold office for more than two consecutive terms. Where a member of the Board of Trustees holds office for two consecutive terms then he shall not be eligible for re-election for a further term until the expiration of twelve months from the date of the expiration of that member's second term of office.
43. The Company shall fill up the offices vacated at each Annual General Meeting by electing a like number of persons as follows:-
  - (a) The method of voting for candidates as members of the Board of Trustees at any General Meeting shall be by and operated according to such regulations as the Board of Trustees may from time to time resolve upon.
  - (b) No person shall be elected a member of the Board at any Annual General Meeting as aforesaid unless:-
    - (i) he is a member of the Board retiring at that Annual General Meeting and is eligible and is willing to be re-elected, or
    - (ii) he is nominated by not less than two Members of the Company nominating such person as a candidate for election, and has

indicated his willingness to be elected, or

- (iii) he is nominated by the Board of Trustees.

PROVIDED in all cases that such nominations shall be in writing and duly deposited at the Registered Office by a time set out by the Board of Trustees.

- (c) If the number of candidates eligible for election pursuant to Article 43(b) does not exceed the number of vacancies, the Chairman of the Annual General Meeting shall declare the candidates to be elected without the necessity of taking a vote.

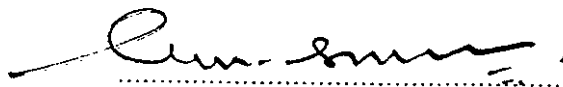
44. The Board of Trustees may appoint a person who is willing to act to be a member of the Board, either to fill a vacancy or as an additional member of the Board, provided that the appointment does not cause the Board to exceed any number fixed by or in accordance with the Articles as the maximum number. A member of the Board so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

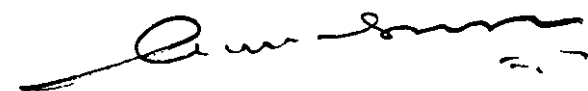
(B) In Article 45 the words "Article 49(ii)" shall be deleted and replaced by the words "Article 49(i)".

(C) Article 49(iii) shall be renumbered Article 49(ii) and Articles 49(i) and 49(ii) shall be deleted and replaced by the following:-

"49(i) To meet immediately after the Annual General Meeting of the Company for the purpose of appointing the Executive Committee and where the Chairman of the Board of Trustees is to be elected in accordance with Article 45, to appoint one of the members of the Executive Committee, being also a member of the

Executive Committee, being also a member of the Board of Trustees, to be Chairman of the board of Trustees".

  
.....  
Member of Charities Evaluation Services

THE FORBES TRUST  
  
Member of Charities Evaluation Services

18 JULY 1994

COMPANY NUMBER: 2510318

**CERTIFICATE OF CHAIRMAN OF**  
**CHARITIES EVALUATION SERVICES**

**SPECIAL RESOLUTION**

I hereby certify that the following Composite Special Resolution was passed as a Written Resolution on the 15<sup>th</sup> day of July 1994:



Chairman