

Company No. 3228456

Charity No. 1057185

**THE COMPANIES ACTS 1985 - 1989**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

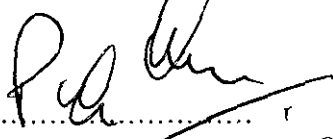
**SPECIAL RESOLUTIONS  
OF  
MONKTON COMBE SCHOOL**

**Passed on the 5th day of March 2001**

At an extra-ordinary general meeting of the Company duly convened and held it was resolved that the under-mentioned resolutions be passed as special resolutions of the Company

**Special Resolutions**

1. That in accordance with the consent of the Charity Commissioners the provisions set forth as clause 4 of the Memorandum of Association in the document attached to this resolution, and for the purpose of identification signed by the chairman of this meeting, are hereby approved and adopted in substitution for, and to the exclusion of, all the existing provisions of clause 4 of the company's Memorandum of association and the Memorandum of association is hereby altered accordingly.
2. That the provisions set forth as clause 19 of the Articles of Association of the Company in the document attached to this resolution, and for the purposes of identification signed by the chairman of this meeting, are hereby approved and to be taken in as an additional clause after the existing clause numbered 18 in the Company's Articles and that the existing clauses numbered 19 to 25 inclusive be re-numbered so that the same become clauses numbered 20 to 26 respectively and the Articles of Association are hereby altered accordingly.

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CHAIRMAN



A23  
COMPANIES HOUSE

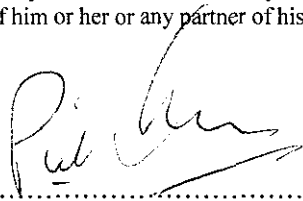
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**Clause 4 of the Memorandum of Association of the Company as amended**

**4. APPLICATION OF INCOME AND PROPERTY**

The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no part of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no trustee or member of its Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company without the prior written consent of the Charity Commissioners: Provided that nothing shall prevent any payment in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Governing Body for any services rendered to the Company;
- 4.2 of reasonable and proper remuneration for business done by any member of the Company or of the Governing Body of the Company who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the members of the Governing Body benefit under this provision and that a member of the Governing Body shall withdraw from any meeting at which his or appointment or remuneration, or that of his partner, is under discussion;
- 4.3 of any premium or payment in respect of any insurance or indemnity to cover the liability of the members of the Governing Body or any of them which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: Provided that any such insurance or indemnity shall not extend to any claim against a member of the Governing Body arising from fraud, wrongdoing or wilful neglect or default on the part of such member of the Governing Body;
- 4.4 of interest on money lent by any member of the Company or of its Governing Body at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the Governing Body;
- 4.5 of reasonable and proper rent for premises demised or let by any member of the Company or of its Governing Body;
- 4.6 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Governing Body may be a member holding not more than 1/100<sup>th</sup> part of the capital of the company;
- 4.7 to any member of its Council of Management or Governing Body for reasonable out-of-pocket expenses;
- 4.8 of any scholarship or bursary award or any fee remission arrangement by the Company to or for the benefit of any member of the Governing Body of the Company, or any partner of his or hers, with respect to any child of or in the care of such person and who is at any time a pupil at any school for the time being under the management of the Company: Provided that at no time shall a greater number of the members of the Governing Body benefit under this provision than the number equivalent to 25 per cent of the maximum number for the time being prescribed under Article 9.1 of the Articles who may be appointed as members of the Governing Body and that a member of the Governing Body shall withdraw from any meeting at which any such award or arrangement relating to any child of or in the care of him or her or any partner of his or hers is under discussion.



.....CHAIRMAN



**Proposed additional Clause to be taken in as Clause 19 of the Company's Articles of Association**

**19. PATRONS**

The Governing Body shall have power to make regulations and establish procedures with respect to the appointment of one or more Patrons subject to the provisions below:

- 19.1 The position of all Patrons shall be honorary and they shall not be members of the Governing Body or Trustees. They shall be entitled to receive notice of and to attend and speak at general meetings of the Company but shall not be entitled to vote at such meetings.
- 19.2 Each Patron shall hold office until the conclusion of the general meeting on or next following the fifth anniversary of his becoming Patron or until he resigns his position by notice in writing delivered to the Secretary or until he shall be removed by a resolution of the Governing Body which has received the affirmative vote of not less than two-thirds of every member voting thereon.
- 19.3 Patrons may be appointed at any time or times (without limit in number) by the Governing Body.

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CHAIRMAN