

No. of Company: 3341934

THE COMPANIES ACT, 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

THE ABBEY SCHOOL TEWKESBURY

At the Extraordinary General Meeting of the above named Company duly convened and held at *The Abbey School Church Street Tewkesbury Gloucestershire GL20 5PD* on the *eight* day of February 2000 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

- (3) That the Memorandum of Association of the Company in respect of its objects be changed by the addition of the following wording at the end of Clause 4(a):-

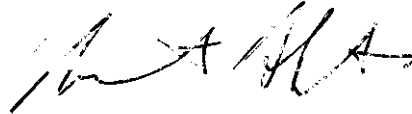
“provided that a Member of the Governing Body withdraws from any meeting of the Governing Body whilst his or her appointment, remuneration or other terms of employment is being discussed, and the majority of the members of the Governing Body do not receive remuneration in respect of employment by the Company.”

- (4) That Article 36 of the Articles of Association of the Company be changed by the addition of the following wording after the words “... to which the Company is a party,” and before the words “but nothing shall prevent ...”:-



"and any Governor who holds such a property interest shall withdraw from that part of any meeting at which such property interest is discussed"

Dated this *8th* day of *February* 2000

A handwritten signature in black ink, appearing to read 'Miles Amherst', written in a cursive style.

MILES AMHERST

Chairman