

Company number 03714361

WESTMINSTER COLLEGE OXFORD LIMITED

(the Company)

MINUTE OF MEETING

At a general meeting of the Company held on Monday 18 March 2013 at 11 35 am at Westminster Campus, Oxford, Brookes University, Harcourt Hill, Oxford with Mrs Susan Barratt in the chair, the following resolution was passed as a special resolution

"That the articles of association of the Company be amended by the insertion of a new article [Article 8] as set out below and the consequential renumbering of the articles of association"

- "8 (1) Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must
- (a) declare an interest at or before discussion begins on the matter
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - (c) not be counted in the quorum for that part of the meeting
 - (d) withdraw during the vote and have no vote on the matter
- (2) If a direct or indirect conflict of interests arises or possibly may arise for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the Directors who are not Conflicted Directors may authorise such a conflict of interests where the following conditions apply
- (a) The Conflicted Director unless allowed to be present under the terms authorised by the board with regard to a specific conflict is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) The Conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting,

SATURDAY



A2609ZL2

A14

20/04/2013

#189

COMPANIES HOUSE

- (c) The Directors who are not Conflicted Directors consider it is in the best interests of the Charity to authorise the conflict of interests in the circumstances applying
- (d) In Article 8 2 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person

DEFINITIONS

'Conflicted Director' means a Director in respect of whom a direct or indirect conflict of interest arises or may reasonably arise because that Director or a Connected Person has a duty of loyalty owed to another organisation or person which does not involve a direct or indirect benefit of any nature to the Director or to a Connected Person and the conflict is not authorised by any other provision in the Articles

'Connected Person' means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director's family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director's only connection is an interest consisting of no more than 1% of the voting rights"



18/3/13

Chair of Meeting