

Company number 3913741

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE KESWICK CONVENTION TRUST ("the Company")

THURSDAY



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06/11/2008
COMPANIES HOUSE

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The following resolutions have been passed by the members of the Company as written special resolutions and became effective on 2 October 2008 -

That the Articles of Association of the Company be altered as follows -

- 1 by the deletion of Articles 27 to 36 in the Articles of Association and the insertion of the following Articles in substitution therefor -

"27 Subject to Article 29 the trustees shall be entitled to appoint as trustees such persons as they see fit

28 Subject to Article 30, the term of office of a trustee shall be three years from the date of his appointment. At the conclusion of his term of office a trustee who is willing to continue in office may, if the trustees think fit, be re-appointed for a further term up to a maximum of four consecutive terms. A trustee who ceases to hold office having served for a continuous period of 12 years under this Article 28 may only be eligible for re-appointment upon the expiry of one year from the date of his retirement

29 No person may be appointed as a trustee

- (1) unless he has attained the age of 18 years,
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 30, or
- (3) unless he subscribes to the Statement of Beliefs set out in the schedule to the memorandum

30 A trustee shall cease to hold office if -

- (1) he reaches the age of 75,
- (2) he reaches the age of 70, unless he is re-appointed by the trustees for a further term of one year, in which case he may continue to be re-appointed on an annual basis, if the trustees think fit, until he reaches the age of 75,
- (3) he has served for four consecutive terms of three years, that is 12 consecutive years,
- (4) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (5) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (6) he resigns his office by notice to the Charity (but only if at least ten trustees will remain in office when the notice of resignation is to take effect),
- (7) he is absent without the permission of the trustees from all their meetings held within a period of twelve months and the trustees resolve that his office be vacated,
- (8) he ceases to subscribe to the Statement of Beliefs set out in the schedule to the memorandum, or
- (9) not less than two-thirds of the trustees decide at a meeting that for a good and sufficient reason he shall cease to be a trustee provided that he shall have been given 21 days clear notice in writing to his last home address of the intention to remove him as a trustee and the reasons therefor, and he shall have been given the right to be heard by the other trustees before any vote shall have been taken

2 by the re-numbering of the remaining Articles of the Articles of Association, and

- 3 by the deletion in Article 32 of the Articles of Association (formerly Article 38) of final two sentences, from "A managing director and a trustee" to "re-election provisions"

David B...

Company Secretary

Date 2 October 2008