

FRIDAY



A15 07/03/2008 268
COMPANIES HOUSE

The Companies Acts 1985 – 1989

Company Limited By Guarantee

Written Resolutions

of

Syracuse University (USA) London Program

(the 'Charity')

(Passed 12 October 2007)

I, the undersigned, being the sole member of the Charity entitled to attend and vote at general meetings of the Charity **hereby resolve** in accordance with article 6 12 of the articles of association of the Charity

SPECIAL RESOLUTIONS

- 1 'That a new article 15 4 be added between the existing articles 15 3 and 15 4 of the articles of association of the Charity

"15 4 Any decision of the Committee relating to the sale, purchase or leasing of real property or to a financial commitment in excess of £50,000 shall be decided by a three-quarters majority of votes,"

and that the existing articles 15 4 to 15 14 be renumbered accordingly

- 2 That article 12 be deleted and replaced by the words

"12 1 The appointment of a Committee member shall be either by a unanimous resolution passed at a Committee meeting attended by at least half of the Committee members or by a written resolution executed by each member of the Committee and by the Member of the Company,

12 2 The Member of the Company shall have the power to veto any appointment of a Committee member (but not his removal or disqualification) if he, in his sole discretion, shall deem fit by serving a notice on the Company signed by the Member, or, if there is more than one Member, all of the Members, to that effect before the resolution to appoint the proposed Committee member is passed,

12 3 A resolution to appoint a Committee member, if considered at a meeting, shall not be deemed to have been passed unless

- (a) fourteen clear days prior to the meeting at which it is proposed to appoint a Committee member, the Committee shall have given notice that the resolution is to be proposed to (i) the proposed Committee member, (ii) all other Committee members and (iii) the Member of the Company, and
- (b) the Member of the Company, or if there is more than one Member, all of the Members acting unanimously, shall not have exercised its power to veto in accordance with article 12 2

12 4 Notwithstanding article 12 1 above, no person may be appointed as a Committee member

- (a) unless he has attained the age of 18 years,
- (b) in circumstances such that, had he already been a Committee member, he would have been disqualified from acting under the provisions of article 14, or
- (c) if the appointment would result in the total number of Committee members exceeding any maximum number of Committee members fixed in accordance with these articles

12 5 The removal of a Committee member shall be by a unanimous resolution passed at a Committee meeting attended by at least half of the Committee members. For the avoidance of doubt, where a meeting is convened for the purposes of considering the removal of a Committee member, the Committee member whose removal is to be considered shall not be counted in determining the number of Committee members attending and shall not be entitled to vote

12 6 A resolution to remove a Committee member shall not be deemed to have been passed unless fourteen clear days prior to a meeting at which it is proposed to consider the removal of the Committee member, the Committee shall have given notice that the resolution is to be proposed to (i) that Committee member, (ii) all other serving Committee members and (iii) the Member of the Company "



Nancy E Cantor
Chancellor
Syracuse University