

CERTIFIED

To be a true copy of its original
Bates, Wells & Braithwaite

BATES, WELLS & BRAITHWAITE

Dated 15 June 2005.

Company Number: 5467557

THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY GUARANTEE

WRITTEN SPECIAL RESOLUTIONS

OF

THE LEADERSHIP CENTRE FOR LOCAL GOVERNMENT

Pursuant to Article 41 of the Memorandum and Articles of Association of the
Company

We, the undersigned being all the members of the Company who, at the date of this Resolution, would be entitled to attend and vote at General Meetings of the Company hereby pass the following Resolutions as Special Resolutions and agree that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:

Special Resolutions

1. "THAT the Memorandum of Association of the Company be amended as follows:
 - 1.1 The word "*consultancy*" be inserted after "education" and before "and" in Clause 4.1;
 - 1.2 The word "*consultancy*" be inserted after "of" and before "counselling" in Clause 4.7;
 - 1.3 The term "trustee" and "trustees" shall be replaced by "*director*" and "*directors*" respectively as the context allows throughout the Memorandum of Association."
 - 1.4 Clause 5.9 shall be deleted and replaced by the following new Clause 5.9:

"reasonable remuneration to the Chair for work done as Chair on the terms of a written agreement approved by the Directors provided that, without prejudice to the general application of Article 40, the procedure described in Article 40 of the Articles is followed in all matters relating



to the terms of the agreement with the Chair and payments made by the Charity to the Chair."

- 1.5 Clause 5.10.2 shall be deleted and replaced by the following new Article 5.10.2:

"provided that this provision may not apply to more than half the Directors in any financial year, and for this purpose the Chair shall not be counted.""

2. "THAT the Articles of Association of the Company be amended as follows:

- 2.1 Article 1.6 shall be deleted and replaced by the following new Article 1.6

<i>"Director" and "Directors"</i>	<i>the director and directors as defined in the Act</i>
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- 2.2 Article 1.10 shall be deleted and replaced by the following new Article 1.10:

<i>"Independent Directors"</i>	<i>the Directors appointed in accordance with Article 6.3</i>
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- 2.3 In Article 1.11 the reference to "Article 6.3" shall be changed to "*Article 6.2*".

- 2.4 Article 1.12 shall be deleted and replaced by the following new Article 1.12:

<i>"Local Authority Directors"</i>	<i>the Directors appointed in accordance with Article 6.2</i>
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- 2.5 Article 1.16 shall be deleted.

- 2.6 Article 6.1 shall be deleted and replaced with the following new Article 6.1:

"The Board of Directors shall comprise up to four Local Authority Directors and up to three Independent Directors"

- 2.7 The first sentence of Article 6.3 shall be deleted and replaced by the following:

"The Local Authority Directors shall include two serving senior officers and two serving members of local authorities in England".

2.8 Article 6.2 shall be deleted and Articles 6.3 and 6.4 shall be re-numbered 6.2 and 6.3 respectively;

2.9 The following words shall be inserted in Article 7 after "Director" and before "causes": *"(other than by resignation)"*

2.10 In Article 10.8 the reference "Article 6.3" shall be changed to *"Article 6.2"*;

2.11 Article 13 shall be deleted and replaced by the following new Article 13:

"The Directors may appoint one of their number to be the Chair of the Directors and may at any time remove him or her from that office".

2.12 Article 21 shall be deleted and replaced by the following new Article 21:

"21. In the case of delegation of the day to day management of the Charity to a chief executive:

21.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;

21.2 the Directors shall provide the chief executive with a description of his or her role and the extent of his or her authority; and

21.3 the chief executive shall report regularly to the Directors on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity."

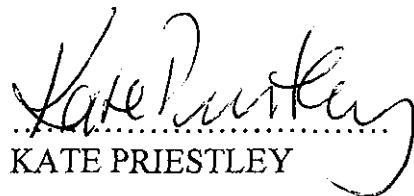
2.13 Article 22.1 shall be deleted and replaced by the following new Article 22.2 and the remaining paragraphs of Article 22 renumbered accordingly:

"For the avoidance of doubt individual members of the Steering Group may be Directors but the Steering Group shall have no authority to take decisions on behalf of the Charity nor to exercise any powers of the Charity".

2.14 The word "membership" in Article 22.2 shall be replaced by "the composition".

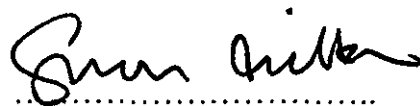
2.15 The term "Trustee" and "Trustees" shall be replaced by "*Director*" and "*Directors*" respectively as the context allows throughout the Articles of Association."

Signature:


KATE PRIESTLEY

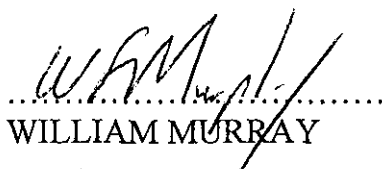
Date:

Signature:


SIMON MILTON
13/6/05

Date:

Signature:


WILLIAM MURRAY

Date:

13/6/05