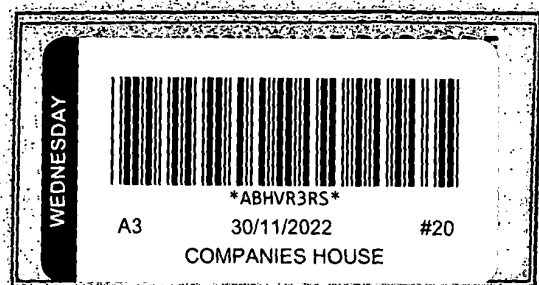


SEPARATOR SHEET



**THE QUEEN'S FOUNDATION FOR ECUMENICAL THEOLOGICAL
EDUCATION ("the Company")**

At a general meeting of the Company members held on 17 November 2022 at Somerset Road, Edgbaston, Birmingham, West Midlands, B15 2QH the following resolutions were passed as special resolutions:-

1. in Article 1.1 of the Company's Articles of Association the definition of 'the Act' be deleted and replaced with the following wording:-

'means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Foundation and any statutory modification or re-enactment thereof for the time being in force'

2. all references in the Company's Articles of Association to the Charities Act 1993 shall be deleted and replaced with references to the Charities Act 2011;
3. in Articles 6.2.2 and 8.1 of the Company's Articles of Association the word 'ten' shall be replaced by 'twelve';
4. in Article 6.4 of the Company's Articles of Association the reference to Article 20.4 shall be replaced with a reference to Article 20.3;
5. in Article 8.2.2 of the Company's Articles of Association the words '(ie those who are not ordained ministers)' shall be added after the words 'lay persons';
6. in Article 8.5.2 of the Company's Articles of Association the word 'Company' shall be added before the word 'Member';
7. Article 20.2 of the Company's Articles of Association shall be deleted and replaced with the following wording:-

'The appointment of a Governor is not to take effect until he or she has provided the information required for registration of the appointment at Companies House. The appointment of any person as a Governor who has not done so within one month of appointment is to lapse unless the Board of Governors resolves that there is good cause for the delay';

8. Articles 33.1 to 33.5 of the Company's Articles of Association shall be deleted and replaced with new Articles in the following form:-

33.1 The Foundation may indemnify any officer or employee (other

than a Governor) against any liability incurred by him or her in his or her capacity as such except when that liability is due to his or her own dishonesty or gross negligence.

33.2 Subject to the Act and Article 33.3, the Foundation may indemnify any Governor against any liability incurred by him or her in his or her capacity as such.

33.3 The indemnity provided to a Governor in accordance with Article 33.2 may not include any indemnity against liability:-

33.3.1 to the Foundation or a company associated with it;

33.3.2 for fines or penalties; or

33.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.

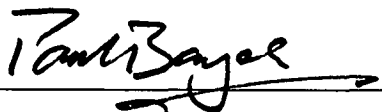
33.4 The indemnity provided to a Governor in accordance with Article 33.2 may include the provision of funds to cover his or her legal costs as they fall due on terms that the Governor in question will repay the funds if he or she is unsuccessful in his or her defence of the criminal or civil proceedings to which these costs relate.

33.5 In respect to its auditor the Foundation may:-

33.5.1 purchase and maintain insurance for his or her benefit against any liability incurred by him or her in his or her capacity as such; and

33.5.2 indemnify him or her against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court;

9. in Article 39.4 of the Company's Articles of Association the words 'Memorandum or the' shall be deleted



Director/ Secretary

Date: 17/11/22