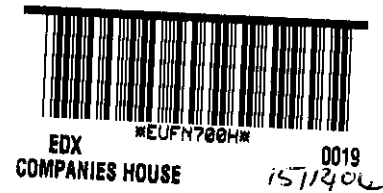


Company No. 576922



TEMPLE GROVE SCHOOL TRUST LIMITED

**SPECIAL RESOLUTIONS
PURSUANT TO SECTION 378(2) OF THE COMPANIES ACT 1985**

"The following Special Resolutions have been agreed by the Members of the Council of the above company on 6th December 2004:-

A) That Clause 4 of the Memorandum of Association shall be replaced by the following clause

4.1 The property and funds of the Company must be used only for promoting the Objects of the Company and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any Member or Member of the Council of the Company who or which is not a charity but nothing herein shall prevent the receipt by a member of the Company (not being a Member of the Council) of charitable benefits in accordance with the objects of the Company or the payment of:-

4.1.1 Interest at a reasonable rate on money lent to the Company (not exceeding 6% per annum) to any member of the Company (including a Member of the Council)

4.1.2 A reasonable rent or hiring fee for property let or hired to the Company to any member of the Company (including a Member of the Council)

4.1.3 Reasonable and proper remuneration to any Member officer or employee of the Company in return for services actually rendered to the Company provided always that no Member of the Council shall be appointed to any salaried office of the Company or any office paid by fee

4.2 A Member of the Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:-

4.2.1 As mentioned in Clause 4.1.

4.2.2 Reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in running the Company

4.2.3 Payment to any company in which a Member of the Council has no more than 1% share holding

4.2.4 In exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance)

4.3 Whenever a Member of the Council has a personal interest in a matter to be discussed at a meeting of the Member of the Council or a Committee, the Member of the Council must:-

4.3.1 Declare an interest at or before discussion begins on the matter


4.3.2 Withdraw from the meeting for that item unless expressly invited to remain in order to provide information

4.3.3 Not to be counted at the quorum for that part of the meeting

4.3.4 Withdraw during the vote and have no vote on the matter

B) That article 45 of the Articles of Association shall be omitted and the following Articles 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73 be renumbered as Articles 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72 respectively

Dated the *Sixth* day of *December* 2004

Signed 

(MEMBER OF THE COUNCIL)