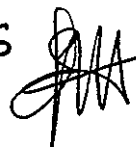


2350846
Company no ~~1798114~~



The Companies Acts 1985-1989

Company Limited by Guarantee and not having a share capital

Special Resolution of The Mental Health Foundation

As Chairman of the above-named Company I hereby confirm that the following Special Resolution was passed at the Annual General Meeting of the Foundation held on 2 October 1996 :

'That the Memorandum of Association be amended by the addition of the following Sub-Clause (I) to Clause 3 and the current Sub-Clause (I) be re-lettered (J) :

- (I) To provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the trust.'



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COMPANIES HOUSE 16/10/96

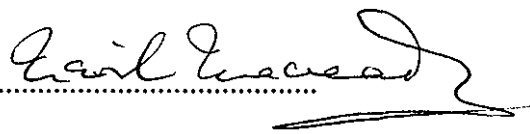
COMPANIES HOUSE 09/10/96

That the following Sub-Clause be added to Clause 4 of the Memorandum :

- '(f) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Trust.'

That the Articles of Association be amended by the addition of a new Clause 61 and that all subsequent Articles be re-numbered accordingly :

- '61. The Trustees shall have power to resolve pursuant to Clause 3(l) of the Memorandum of Association to effect Trustees indemnity insurance notwithstanding their interest in such a policy.'

Signed : 
Chairman