

Company Number: 4027044

THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS OF

THE CONFERENCE OF DRAMA
SCHOOLS LIMITED

PURSUANT TO S381A OF THE COMPANIES ACT 1985

Dated 06/09/04

WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the Company who, at the date of these Resolutions 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 Resolutions 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 RESOLUTION

1. THAT the Memorandum of Association of the Company be amended by the insertion of the following sub-clause numbered 3(a)(vii):

3(a)(vii) To encourage all Members to comply with statutory requirements in regard of equal opportunities, health and safety and disability and encourage best practice in all of the above.

SPECIAL RESOLUTION

2. THAT the Articles of Association of the Company be amended by:

(a) the deletion of Articles 36, 37 and 38 and the substitution of the following:

36. Subject to Article 37 all Directors shall serve for a period of 2 years and shall be eligible for re-election following the expiry of that period unless their appointment is otherwise challenged during that two year period always provided that no Director shall serve for more than three such consecutive terms (up to 6 consecutive years in all). A Director who has completed the maximum six years of office may stand again for re-election following the expiry of four further years.

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37. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for election, but the period served prior to such election shall not count towards the maximum length of office prescribed by Article 36.

38. The Directors shall have power at any time, and from time to time, to appoint any person to the role of President of the Conference. There shall be no more than one President at a time. The President shall be appointed for a period of four years from the date of the appointment. The President may be re-appointed for a further period or periods of four years, without limitation to the number of such periods or the overall duration of the appointment.

(b) the insertion of the following new Articles numbered 39, 40 and 41:

39. The Directors shall have power to remove the President at any time by a resolution decided by secret ballot showing a majority in favour of the resolution of two thirds of those entitled to vote.

40. The Directors shall have power at any time, and from time to time, to appoint any person to the role of Vice-President of the Conference. There shall be no more than one Vice-President at a time. The Vice-President shall be appointed for a period of four years from the date of the appointment. The Vice-President may be re-appointed for a further period or periods of four years, without limitation to the number of such periods or the overall duration of the appointment.

41. The Directors shall have power to remove the Vice-President at any time by a resolution decided by secret ballot showing a majority in favour of the resolution of two thirds of those entitled to vote.

(c) the deletion of existing Article 39 and the substitution of the following Article numbered 42:

42. The Directors shall be elected by members in secret ballot at a General Meeting or by postal ballot. The Secretary shall inform members of returning Directors and vacancies due to retirement at least three months prior to the General Meeting designated for the election of Directors. A separate secret ballot of the Members shall be held (either at a General Meeting or by a postal ballot) to appoint one Director who shall also be appointed the Chairperson of The Stage Management and Technical Committee. Each Member may nominate one representative to serve as the Chairperson of The Stage Management and Technical Committee and one representative to take up another vacancy as Director. Such nominations must be received by the secretary no later than 14 days before the relevant (whether at the same General Meeting or by a postal ballot) and include a statement of the representative's willingness to act and the signature of 2 Members declaring their support for the relevant nomination. Any secret ballot held pursuant to this Article shall be decided by a simple majority of votes cast.

(d) the renumbering of existing Article 40 as Article 43

- (e) the insertion of the following new Articles numbered 44 and 45 and existing Articles 41 to 49 to be re-numbered accordingly:

44. Subject to Article 36 the Chairperson shall serve for a period of two years and shall be eligible for re-election following the expiry of that period, provided always that no Chairperson shall serve for more than three such consecutive terms (up to 6 consecutive years in all). For the avoidance of doubt, the term of office of the Chairperson shall be counted from his/her first election as Chairperson and shall not take into consideration previous terms of service as Director. No person shall be eligible as Chairperson unless first elected as Director under Articles 36 and 37. A Chairperson who has completed the maximum six years of office may stand again for re-election as Director and/or Chairperson following the expiry of four further years.

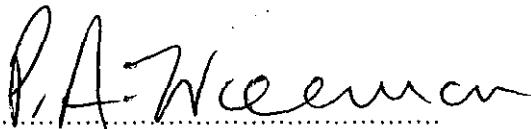
45. With regard to the limitations on the length of service prescribed by Articles 36 and 37, the Vice-Chairperson shall be deemed to serve as a Director and shall be eligible to stand and be elected as Chairperson in accordance to Article 44. For the avoidance of doubt, the term of office of the Chairperson shall not take into consideration previous terms of office as Vice-Chairperson.

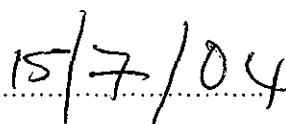
- (f) the insertion of the following new Article numbered 50 and subsequent Articles to be re-numbered accordingly:

50. The President and Vice-President shall be invited to attend all meetings of the Company and/or its Directors, but shall not be entitled to vote. The President and Vice-President shall advise the Board and the members of the Company and may undertake representation of the Company and other tasks or functions from time to time assigned them by the Directors.

- (g) the deletion of existing Article 50 and the substitution of the following Article numbered 51:

51. The Directors may fix the terms (including remuneration) on which the President, Vice-President, Chairperson, Vice Chairperson and Secretary of the Council of Members shall hold office.


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Arts Educational School, London

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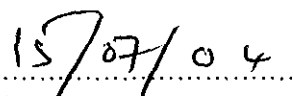
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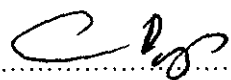
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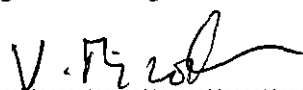
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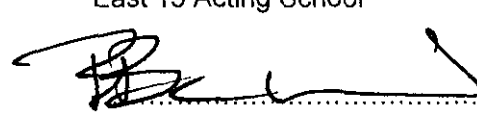
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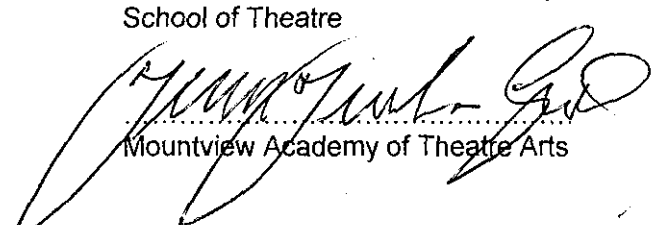
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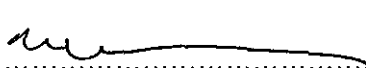
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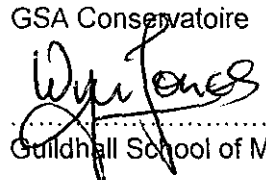
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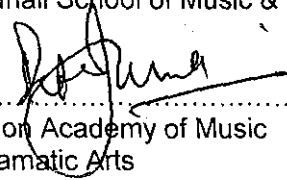
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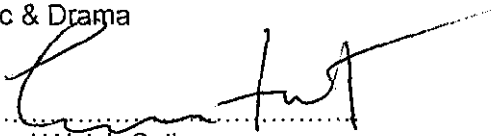
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