

818389

THE YEHUDI MENUHIN SCHOOL LIMITED
(the "Company")

Written Resolution of the Members of the Company

Circulation date. 10th June 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Governors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

The Members hereby agree that the draft regulations attached to this Resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "**Existing Articles**")

Unless a contrary meaning is shown, all capitalised terms herein bear the same meaning given to them in the Existing Articles

AGREEMENT

Before signifying your agreement to the Resolution, please read the notes at the end of this document

The undersigned, a person entitled to vote on the Resolution on [circulation date], hereby irrevocably agrees to the Resolution

Signed by [NAME OF SHAREHOLDER]

Date

WEDNESDAY



A14 *AGUX3WYE* 183
24/08/2011
COMPANIES HOUSE

NOTES

1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Dr Angela Isaac
- **Post** returning the signed copy by post to Dr Angela Isaac, Yehudi Menuhin School, Millfield, Cobham Road, Stoke D'Abernon, Cobham KT11 3QQ
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to bursar@yehudimenuhinschool.co.uk Please enter "Written resolutions dated 10th June 2011" in the e-mail subject box

- 2 If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by midnight on 10th July, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

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**THE YEHUDI MENUHIN SCHOOL LIMITED
ANNUAL GENERAL MEETING
HELD AT THE YEHUDI MENUHIN SCHOOL
ON THURSDAY 30 JUNE 2011 AT 10.30am**

Present	Mr Noel Annesley
Directors	The Hon Mrs Zamira Menuhin Benthall
Sir Alan Traill, Chairman	Mrs Susan Mitchell
Mr Richard Morris (Chairman elect)	Sir Peter Beale
Mr Peter Willan (Vice Chairman elect)	Mr Adam Ridley
Mr Gavin Barrett	Mr Graham Smallbone
Dr Andreas Prindl	Mrs Alice Phillips
Mr John Pagella	Mr Oscar Lewisohn
Mr Richard Nunneley	Lord Moser
Mr Clinton Askew	

In attendance Sir John Burgh (Vice President)
Dr Richard Hillier, Headmaster
Mr Malcolm Singer (Director of Music)
Dr Angela Isaac (Bursar)
Mr Richard Tanner (Director of Studies)
Ms Angela Stockbridge (Minute Secretary)

Apologies for Absence: Mr Mark Sheldon and Professor Sebastian Forbes

As the election of the new Chairman had already taken place Sir Alan Traill invited Mr Richard Morris to chair the AGM Mr Morris accepted this offer and thanked Sir Alan Traill Mr Morris duly welcomed everyone to the meeting

- 1 **Notice of the AGM** had been given in accordance with the Memorandum & Articles of Association This was taken as read with 90% agreement of those entitled to vote at the AGM to hold the AGM on 30 June 2011 with less than 21 days notice

~~2 To note the adoption of the new Memorandum and Articles of Association by written Resolution on 14 June 2011. Noted~~

- 3 **Appointment of Directors**
The appointment of Mr Clinton Askew, Mr Richard Nunneley and Mr John Pagella as Directors of the Company was unanimously agreed
- 4 **To receive and consider the Statement of Accounts and Balance Sheet of the Company for the year ended 31 August 2010**, together with the report of the Company's auditors thereon
Proposed Mr Adam Ridley Seconded Dr Andreas Prindl Unanimously agreed

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- 5 **To appoint Kingston Smith LLP as Auditors of the Company** and to authorise Governors to fix their remuneration Proposed Mr Peter Willan Seconded Mr Noel Annesley Unanimously agreed
 - 6 **To note the resignation of Mr Gavin Barrett and Dr. Andreas Prindl** as Directors of the Company The Chairman thanked Mr Barrett and Dr Prindl for their valuable services to the Company
 - 7 **To note the retirement of Sir Alan Traill, Mr Adam Ridley, Lord Moser, Mr Graham Smallbone, Mr Mark Sheldon and Sir Peter Beale** as Directors of the Company The Chairman thanked Sir Alan and all retiring Governors for their exceptional service to the Company over very many years

There being no further business to discuss, the meeting closed at 10 35am

Date

Mr Richard Morris
Chairman