

The Yehudi Menuhin School
Stoke d'Abernon, Cobham, Surrey KT11 3QQ

Headmaster, Secretary & Bursar, Telephone (01932) 864739, Fax (01932) 864633

Director of Music & Concert Secretary, Telephone (01932) 868400

Patron: *Her Royal Highness The Duchess of Kent G.C.V.O.*

President: The Lord Menuhin O.M., K.B.E.

Vice Presidents: Elizabeth, Duchess of Hamilton & Brandon O.B.E., D.L.
The Lord Rayne, Sir Ian Hunter M.B.E., A.N. Hollis O.B.E., D.F.C.

Company No. 818389

THE YEHUDI MENUHIN SCHOOL LIMITED (THE "COMPANY")
PRINT OF A SPECIAL RESOLUTION

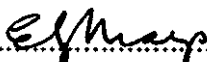
TAKE NOTE that the following Special Resolution was passed at an Extraordinary General Meeting of the Company held on the 4th day of July 1989:-

SPECIAL RESOLUTION

"That the articles of association be abrogated and thereupon replaced by adopting the new articles submitted to this meeting and approved without amendment."

DATED this 14th day of March 1995

By order of the Council


.....
COLIN MAYS C.M.G. (Secretary)



Governors of The Yehudi Menuhin School Limited

Chairman: Barbara R-D. Fisher Vice-Chairman: Sir John Burgh K.C.M.G., C.B.

The Hon. Zamira Benthall, John Chadwick, Stephen J. Cockburn, Marcia Crayford, Aviva Harris, Daniel Hodson, Margaret Hubicki M.B.E.,

The Lord Menuhin O.M., K.B.E., Adam Ridley, Graham Smallbone, Ronald Smith, Lady Judith Swire, Dr A.F. Verney, Alison Willcocks

Headmaster: Nicolas Chisholm M.A. (Cantab.) Director of Music: Stephen Potts B.Mus.

Company Registered England 818389

Charity Incorporated 212010

THE COMPANIES ACT, 1985

A Company Limited by Guarantee and not having a
Share Capital

ARTICLES OF ASSOCIATION OF THE YEHUDI MENUHIN SCHOOL LIMITED adopted by Special Resolution on 4th July 1989

1. The Articles of Association of the Company shall be the regulations specified as "Articles of Association" in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "TableC") as the same are not inconsistent with or amended by the further Articles hereinafter set out which shall also be read with the said regulations as the Articles of Association of the Company.

MEMBERS

2. (a) Each Governor shall ipso facto be a Member of the Company
(b) A Member shall immediately cease to be a Member if he/she shall cease to be a Governor.

PRESIDENT AND VICE-PRESIDENTS

3. The Company may by resolution in General Meeting appoint for life or otherwise any person to be President of the Company and any one or more persons to be Vice-President of the Company. The office of a Vice-President shall be purely honorary and shall carry no responsibility. The President and Vice-Presidents shall be entitled to attend but not to vote at any General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

4. The quorum required for the transaction of business at a General Meeting shall be (5) Members present in person.

GOVERNORS and THE COUNCIL

5. References in the regulations specified in Table C to "directors" and "the board" shall be synonymous with "Governors" and "the Council" respectively.
6. Unless and until otherwise determined by the Company in General Meeting, the Governors shall be not less than 9 or more than 18 in number, of whom two shall be appointed by the Secretary of State for Education.
7. A Governor shall not have power to appoint an alternate.
8. Governors shall not be entitled to any remuneration for their services nor shall a Governor hold any place of profit under the Company, but the Council may authorise the payment by the Company to any Governor of reasonable and proper out-of-pocket expenses incurred by him/her in performance of his/her duties or otherwise in connection with the affairs of the Company.

PROCEEDINGS AND POWERS OF THE COUNCIL

9. The Council shall appoint from among its members a Chairman and a Vice-Chairman. Unless he/she is unwilling to do so, the Chairman, or in his/her absence the Vice-Chairman, shall preside at meetings of the Council.
10. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless and until so fixed shall be 5.
11. The Council may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.

SECRETARY AND CLERK TO THE COUNCIL

12. The Secretary and Clerk to the Council shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any person so appointed may be removed by the Council.