

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION**

Company number: 03835574

OXFORD VISUAL ARTS FESTIVAL LIMITED

At an Extraordinary General Meeting of the above company duly convened and held on 11th November 2010 the following resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

That, the Articles of Association be amended as follows:

1. The first sentence of Article 2.1 be amended to read:
'Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).'
2. Article 2.2 be amended to read:
'There is a quorum at a general meeting if the number of members present in person or by proxy is at least 20 or one third of the membership, whichever is the lesser'.
3. Article 2.3 be amended to read:
'The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present in person or by proxy presides at a general meeting.'
4. Article 2.5 be amended to read:
'Except for the chairman of the meeting, who has a second or casting vote, every member present in person or by proxy has one vote on each issue.'
5. Article 2.6 be amended to read as follows:
'Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
6. In Article 9:
the definition of 'written' or 'in writing' be amended to: 'refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper'

The following definition be inserted: 'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference

The following definition be inserted: 'ordinary resolution' means a resolution agreed by a simple majority of the members present and voting at a general meeting or, in the case of a written resolution, by the members who together hold a simple majority of the voting power.

The following definition be inserted: 'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the members present and voting at a general meeting or in the case of a written resolution by members who together hold 75% of the voting power.

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Chair

Dated:

Note:

A copy of this Resolution must be given to the auditor of the Company and must be sent to Companies House within 15 days of being passed.