

Company No. 760488

THE COMPANIES ACT 1948
AND
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

I.W.S. NOMINEE COMPANY LIMITED

We, the undersigned, being or representing all the members of the above-named Company entitled for the purposes of Section 381A of the Companies Act 1985 to receive notice of and attend and vote at a General Meeting of the Company, HEREBY RESOLVE as follows, and agree that such Resolution shall be as valid and effective for all purposes as if the same had been passed as a Special Resolution at a General Meeting of the Company duly called and held:-

RESOLUTION

THAT the Articles of Association of the Company be and are hereby altered as follows:-

- (1) by adding after the existing Article 5 the following new Article to be numbered 6:-

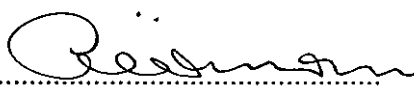

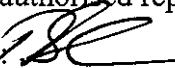
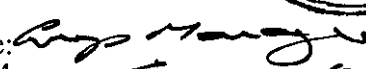





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"6. A member (including for the avoidance of doubt a subscriber) may at any time withdraw from the Company by giving at least seven clear days' notice to the Company, provided that the number of members remaining after such withdrawal shall not be less than one. Membership shall not be transferable and shall cease on death."

and

(2) by renumbering the existing Articles 6-51 as Articles 7-52.

<u>Name of Member</u>	<u>Signature</u>	<u>Date of Signature</u>
Australian Wool Research and Promotion Organisation	 (duly authorised representative) Name: A. MORRISON Office: CHAIRMAN	7/2/1997
New Zealand Wool Board	 GROUP MANAGER, FINANCE & CORPORATE DEVELOPMENT..... (duly authorised representative) OF Name:  Office:  	 20/2/1997
South African Wool Board	 (duly authorised representative) Name: J W van den Heever Office: Chairman S.A. Woolboard.	7/2/1997