

Number of Company: 761149

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

SPECIAL RESOLUTIONS

(Pursuant to S.378 (2) of the Companies Act 1985)

of

VISIT LONDON LIMITED

Passed 3 November 2005



AT the ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at 50th Floor, One Canada Square, Canary Wharf, London, E14 5AB, on Thursday 3 November 2005 the subjoined SPECIAL RESOLUTIONS were duly passed:

1. **SPECIAL RESOLUTION**

THAT the following Clause 3(f) be inserted in the Memorandum of Association of the Company and that subsequent Clauses be re-numbered accordingly:

- "(f) To make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); "

2. **SPECIAL RESOLUTION**

THAT Article 40 of the Articles of Association of the Company be deleted and replaced with the following Article:

- "40. The Board shall have power from time to time and at any time to appoint any person to be the Chairman of the Company and also to determine his remuneration if any. Such person need not be a Member of the Company but his nomination shall be approved by the Mayor of London. The Chairman shall normally hold that office for three years and may be appointed for further terms of the like period consecutively. The Chairman shall for so long as he remains Chairman be ex-officio a member of the Board but he shall not be an Elected Director and shall not be subject to retirement by rotation and shall not require re-

appointment as provided in Article 56. The Chairman shall also be ex-officio a member of all sub-committees of the Board. "

3. **SPECIAL RESOLUTION**

THAT all references in the Articles of Association of the Company to 'Managing Director' be replaced by 'Chief Executive'.

4. **SPECIAL RESOLUTION**

THAT the following Article numbered 43 and entitled 'Executive Director' be inserted in the Articles of Association of the Company and that subsequent Articles be re-numbered accordingly:

"43. The Board may from time to time appoint to the Board an employee of the Company who on appointment to the Board shall be known as the 'Executive Director'. Such person need not be a Member of the Company.

Such person shall be and become a Director but he shall not be an Elected Director and he shall notwithstanding the provisions of Articles 54 and 59 but subject to Article 56 remain a Director for so long as he remains an employee of the Company. Not more than one Executive Director shall be appointed to the Board at any one time."

5. **SPECIAL RESOLUTION**

THAT Article 55 of the Articles of Association of the Company be deleted and replaced with the following re-numbered Article:

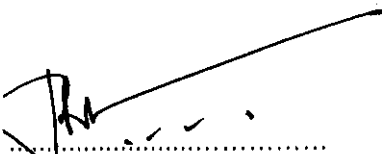
"56. Only persons who are Members of the Company or are nominated by a Member of the Company as a representative of that Member may by notice in writing to the Company at the Office be eligible for election or appointment as Elected Directors provided that for the avoidance of doubt this requirement shall not apply to the Chairman, the Chief Executive and the Executive Director. "

6. **SPECIAL RESOLUTION**

THAT Article 88 of the Articles of Association of the Company be deleted and replaced with the following re-numbered Article:

"89. For the purposes of the Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties powers or office and "Associated Company" shall have the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which might otherwise apply;

- (a) the directors shall have power to purchase and maintain for any director, officer or auditor of the Company and any director of an Associated Company insurance against any liability;
- (b) Every director officer or auditor of the Company shall, to the extent permitted by law, be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any liability."


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Director