SPECIAL RESOLUTION

That clause 59 of the Association's Articles of Association be amended by the deletion of the current wording

'Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.'

and the insertion of the following wording

'The Association's requirements for the performance of an audit shall be those of the Companies Act 1985 including any statutory modification or re-enactment thereof.'

That clause 60 of the Association's Articles of Association be amended by the insertion of the words 'as required' after 'Auditors shall be appointed'.

That clause 60 be further amended by the deletion of the current wording

'in accordance with sections 159 to 162 of the Act'

and the insertion of the wording

'in accordance with the Companies Act 1985 including any statutory modification or re-enactment thereof.'

on behalf of the board

E A BILLINGEL BIRECTOR

Passed by the members in general meeting at the Adlephi Hotel, Liverpool on 29th March 1997

A10 *AMADQVX1* 412 COMPANIES HOUSE 23/05/97

COMPANIES HOUSE 11/04/97