

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2107383

I hereby certify that

GENERAL COUNCIL OF BRITISH SHIPPING LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE CHAMBER OF SHIPPING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 29 JANUARY 1992


P. BEVAN

an authorised officer

COMPANY NO:- 2107383

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTIONS

OF

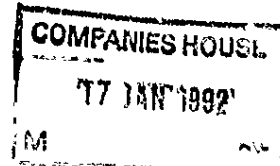
GENERAL COUNCIL OF BRITISH SHIPPING LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 30-32 St Mary Axe, London EC3A 8ET on the 15th day of January 1992, the following Special Resolutions were duly passed, viz:-

29/1/92

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "The Chamber of Shipping Limited".
2. THAT the Memorandum of Association of the Company be and is hereby amended as follows:-
 - (a) in Clause 3(A)(2) by deleting the words "General Policy Committee of the Company (who are the directors of the Company)" and substituting therefor the words "directors of the Company"; and by deleting the word "its" in line 3 thereof and substituting therefor the word "their".
 - (b) in Clauses 3(A)(4) and 3(E) by deleting the words "General Policy Committee" and substituting the word "directors"; and in Clause 3(A)(4) in line 5 by deleting the word "its" and substituting therefor the word "their".
3. THAT the Articles of Association of the Company be and are hereby amended as follows:-
 - (a) the words "General Policy Committee" wherever occurring in Articles 2(A), 4(A)(iii), 4(B), 4(C), 5, 6, 7, 7(A)(iv), 7(A)(v), 7(A)(vi), 7(A)(vii), 7(B), 9, 10, 21(D), 23, 25, 30, 31, 34, 35, 36, 37, 38, 39 and 44 and in the headings to Articles 23 and 35 shall be deleted and the word "Council" shall be substituted therefor.
 - (b) in Article 9 the word "May" shall be deleted and the word "September" shall be substituted therefor.
 - (c) in Article 11 the word "Vice-President" shall be deleted and the word "Vice-Presidents" shall be substituted therefor.
 - (d) Article 20 shall be deleted and a new Article 20 shall be added as follows:-



"20(A) The Company may by ordinary resolution appoint a person who is willing to act to be a director and who is a member of any section or committee of the Company either to fill a casual vacancy or as an addition to the existing directors. Such person appointed as a director shall be designated an "Ex-Officio Member" of the Council. 20(B) The Company may by ordinary resolution appoint a person who is willing to act to be a director and who has been recommended in writing by the majority of the Ex-Officio Members of the Council either to fill a casual vacancy or as an addition to the existing directors. Such person appointed as a director shall be designated a "Co-opted Member" of the Council.

20(C) The Council may appoint a person who is willing to act to be a director to fill a casual vacancy."

(e) in Article 21(A) the word "the" appearing before the word "Vice-President" shall be deleted and the word "any" shall be substituted therefor.

(f) in Article 22(ii) by adding at the end "or if being a director, officer, representative, partner or employee of any company association or other body representing an international maritime trade profession or business community he ceases to be such a director, officer, representative, partner or employee."

(g) By adding a new Article 23(B) as follows:-

"Subject to Articles 24 to 27 inclusive, the Council may delegate any of its powers to any committee consisting of such members of its body or other persons as it thinks fit and may revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council, but, subject to any such regulations, the meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council."

(h) in Article 24 by deleting the word "Vice-President" and substituting therefor the word "Vice-Presidents".

(i) in Article 28 the word "Vice-President" shall be deleted and the following words shall be substituted therefor: "one or more Vice-Presidents (which Vice-Presidents shall not be less than one nor more than three)"; at the end of Article 28 by adding the words "The President and Vice-Presidents shall be members of the Council for so long as they continue in their respective said offices save that a person who

ceases to hold the office of President shall, if he is willing, continue to be a member of the Council for so long only as the person elected to replace him as President holds office as President."

- (j) in Article 29 by deleting "January" and substituting "May".
- (k) in Article 30 the word "Vice-President" shall be deleted and the words "of any of the Vice-Presidents" shall be substituted therefor.
- (l) in Article 32 the word "Vice-President" shall be deleted and the word "Vice-Presidents" shall be substituted therefor.
- (m) in Article 39 the word "Vice-President" when first occurring shall be deleted and the words "one of the Vice-Presidents" shall be substituted therefor; the word "the" appearing before the word "Vice-President" where second occurring shall be deleted and the word "a" shall be substituted therefor; and the word "a" shall be inserted before the word "Vice-President" where last occurring.
- (n) in Article 44 the word "Vice-President" shall be deleted and the word "Vice-Presidents" shall be substituted therefor.
- (o) by adding a new Article 45 as follows:-

RULES

"The Council may if they think fit frame approve and adopt and thereafter extend or amend rules for the government and regulation of the affairs of the Company provided always that such rules shall not be at variance with or inconsistent with the Memorandum of Association of the Company or these Articles."

.....*F.M. Edward*.....
CHAIRMAN