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RESOLUTIONS AGREED BY FISA BOARD AND MEMBERS - 9TH JULY 2008**Resolution to dispense with notice for a special general meeting**

A quorum being present, it was agreed to dispense with the notice required for the holding of a Special General Meeting and to consider the resolution relating to changes in the Articles of Association

Resolution relating to the changes in the Articles of Association

It was resolved that the Association's Articles of Association as adopted in 1995 shall be amended as follows:

1 The existing Article 3 shall be renumbered as Article 3 (a) and shall be amended to read "The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles, and the Company's published criteria for admission into membership, shall be members of the Company " Thereafter the following sub-articles shall be inserted

(b) There shall be two classes of membership in the Association, to be known as Lender Members and Broker Members Both categories of Member shall have all the rights attached to membership of the Association under normal company law

(c) Lender Members of the Association must be organisations which are engaged in the making of loans regulated by the Consumer Credit Act 1974 and which may be engaged in other business activities

(d) Broker Members of the Association must be organisations or individuals which are engaged in the business of credit brokerage as regulated by the Consumer Credit Act 1974 and which may be engaged in other business activities

2 In Article 4 (a) "7 days" shall be substituted for "3 months"

3 In Article 4 (b), the words "in the case of a sole trader," shall be inserted at the beginning of the Article

4 In Article 5 (a), the words "or a resolution appointing a person as a Director" shall be deleted

5 Article 10 (b) shall be deleted and replaced by the following

(b)(i) The Board of Directors shall consist of not more than twenty individuals elected by members, plus an independent Chair;

(ii) The elected members of the Board will consist of equal numbers of individuals elected from Lender Members and Broker Members.

(iii) Board members shall be elected for two-year terms and may stand for re-election at the end of a term

(iv) Each Lender Member and Broker Member of the Association shall have the right to nominate a candidate for the Board. Unless an election is required by these Articles, any individual nominated shall become a member of the Board

(v) If more than ten individuals are nominated for the Board by Lender Members, all Lender members shall be entitled to vote on which candidates shall be elected, each Lender Member having three votes

(vi) If more than ten individuals are nominated for the Board by Broker Members, all Broker Members shall be entitled to vote on which candidates shall be elected, each Broker Member having one vote

(vii) The candidates in each class receiving the greatest numbers of votes shall become the Board members in respect of the class of member by which they were elected

(viii) In the event of either class of member having fewer Board members than the other class, or in the case of their being fewer than ten nominations from each class, or in the case of a Board member of one class leaving the Board before the expiry of the relevant elected term, the Board shall have the power to co-opt individuals to serve on the Board for the period until the expiry of the relevant term and shall exercise reasonable endeavour to ensure there are equal number of Directors from Lender Members and Broker Members

(x) The independent Chair shall be appointed by the elected members of the Board and shall serve until removed by a vote of the Board. The independent Chair shall be not entitled to vote at Board meetings save that in the event of a tie he shall have a casting vote

(xi) In the event of the independent Chair being unable to attend a meeting, or having been removed from office and no replacement appointed, the Board shall at the commencement of each meeting select a member as Acting Chairman. The Acting Chairman shall have no casting vote in the event of a tie

(xii) A quorum for meeting of the Board shall be four, subject to there being present at least two directors from each class of member