

THE COMPANIES ACTS 1985 AND 1989

A Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

Electoral Reform (Ballot Services) Ltd.

Pursuant to Section 381A of the Companies Act 1985, as amended by the Companies Act 1989

We, the undersigned, being all members for the time being entitled to attend and vote at general meetings of the above Company, hereby pass the following Resolution as a Special Resolution of the Company.

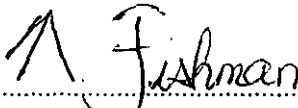
Special Resolution

That the provisions of the Articles of Association of the Company be and are hereby amended by substituting the following clause for the present Article 31:

"There shall be no maximum number of directors. Directors shall be classified either as:

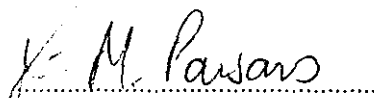
- (A) "Non-Executive Directors", who may be appointed and removed by The Electoral Reform Society by written notice to the Company; or
- (B) "Executive Directors", who may be appointed by the Board, subject to confirmation by the members in annual general meeting, in accordance with Article 38. Only employees of the Company shall be appointed to be Executive Directors. Any Executive Director who ceases to be an employee of the Company for any reason shall automatically cease to be a Director on ceasing to be an employee."

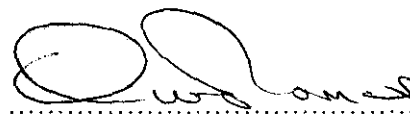
SIGNED:



for and on behalf of
Electoral Reform Society Ltd.

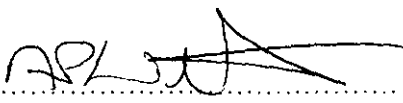
As The Trustees of the Staff Representative Association of Electoral Reform (Ballot Services) Ltd.:



Lynn Parsons


Owen Thomas




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Andy Regan


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Andy Wadsworth


.....
Sian Roberts

DATED: 31st October 2002

(copy sent to Auditors on 1st November 2002)