

Private & Confidential

No. 02337791

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

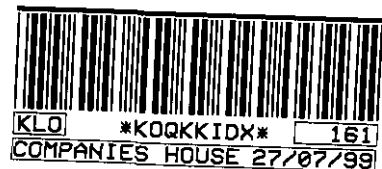
CHC INTERNATIONAL LIMITED

(Passed 23 July 1999)

In accordance with section 381A Companies Act 1985 the following Resolutions were agreed to and were duly passed on 23 July 1999 Resolutions Nos. 1 and 5 as Elective Resolutions and Resolution No. 6 as an Ordinary Resolution:

ELECTIVE RESOLUTIONS

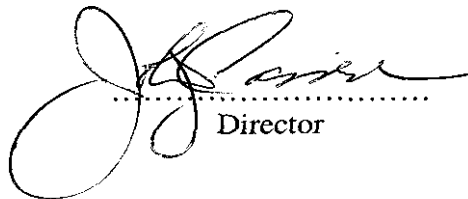
- 1 THAT the Company hereby elects pursuant to section 80A(1) of the Companies Act 1985 ("**the Act**") that the provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal hereafter of an authority under that section for the allotment by the Company of relevant securities (as defined in Part IV of the Act).
- 2 THAT the Company hereby elects pursuant to section 252(1) of the Companies Act 1985 to dispense with the laying before the Company in general meeting of accounts and reports for the current financial year of the Company and all subsequent financial years.



- 3 THAT the Company hereby elects pursuant to section 366A(1) of the Companies Act 1985 to dispense with the holding of an annual general meeting for the current year and all subsequent years.
- 4 THAT the Company hereby elects pursuant to sections 369(4) and 378(3) of the Companies Act 1985 that the provisions of those sub- sections shall have effect in relation to the Company as if for the references therein to 95 per cent. there were substituted references to 90 per cent.
- 5 THAT the Company hereby elects pursuant to section 386(1) of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION

- 6 THAT subject to the passing of Resolution No. 1 set out in the Notice of this Meeting:
- (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with sections 80 and 80A of the Companies Act 1985 ("**the Act**") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £40,000 for an indefinite period commencing on the date of the passing of this Resolution; and
 - (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution.


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Director