

2651248

## FINANCE & LEASING ASSOCIATION

### 5. RESOLUTION APPROVED AT THE ANNUAL GENERAL MEETING HELD ON 20 MAY 1999

The **ARTICLES OF ASSOCIATION** be, and are hereby amended as follows:

**ARTICLE 7** – Delete existing ARTICLE and replace with:

“Associate Membership of the Association shall be confined to Organisations which are not eligible for full membership but which provide goods or services to members or otherwise support the Association’s objects set out in clause 3a of the Memorandum of Association. The Board may from time to time determine sub-categories of Associate Member.”

**ARTICLE 8** – Delete this ARTICLE

**ARTICLE 9** – Delete this ARTICLE

**ARTICLE 10** – Delete this ARTICLE

**ARTICLE 11** – Delete this ARTICLE

**ARTICLE 12** – Delete Item (iii) of this ARTICLE and replace with:

(iii) “The Representative of an Associate Member may not be a member of a Committee of Management of a Division and may not be chosen as the Chairman of a general meeting of the Association;”

**ARTICLE 64** – Delete existing ARTICLE and replace with:

“All reference to “the Committee” in the Articles below shall be construed as referring to any one or more of the Committees of the Divisions as the context requires. Each Committee shall save as expressly provided in these Articles determine its title and the conduct of its own proceedings.”

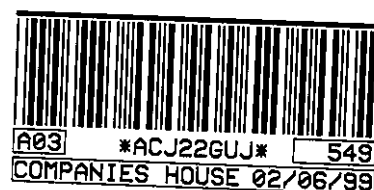
**ARTICLE 65** – Delete this ARTICLE

**ARTICLE 68** – Delete existing ARTICLE and replace with:

“The members of each Committee shall be entitled to co-opt other persons on to the Committees to fill any vacancy thereon as a casual vacancy.”

**ARTICLE 74** – Delete existing ARTICLE and replace with:

“Each Committee shall elect a Chairman and Vice-Chairman of the Committee normally to hold office for two years except in the circumstances provided for in Article 58(e) but



so that such Chairmen and Vice-Chairmen shall be drawn from six different Full Members. In the event that such elections should result in two or more persons from the same Full Member having been elected preference would be given to one of them continuing in office from the previous year and subject thereto to any elected as a Chairman rather than a Vice-Chairman in the current year and otherwise as decided by lot drawn by the Secretary. The other or others so elected would be disqualified and fresh election(s) held."

Certified to be a true copy

A handwritten signature in black ink, appearing to read 'D. Jeffrey', with a stylized, wavy line extending to the right.

D JEFFREY  
Company Secretary