

**Company No. 02850051**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**SPECIAL RESOLUTIONS**

**of**

**PACIFIC ASIA TRAVEL ASSOCIATION  
UNITED KINGDOM CHAPTER LIMITED**

Passed on 15 September 1999

At the annual general meeting of the Company duly convened and held at BT Centre, 81 Newgate Street, London, EC1A 7AJ on 15 September 1999 the following resolutions were duly passed as special resolutions:

1. That articles 31, 32 and 33 of the articles of association of the Company be deleted and replaced by the following:

“31. A person can only be or be deemed appointed or reappointed an Executive Committee member at any Annual General Meeting if up to and including the date of such meeting he is a Chapter Member and not less than 14 or more than 35 clear days before the date appointed for the Meeting:

- (a) notice executed by that person has been given to the Chapter of the intention to propose himself for appointment or reappointment; and/  
or



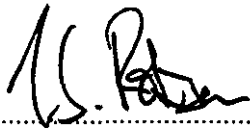
- (b) notice executed by another Chapter member qualified to vote at the Meeting has been given to the Chapter of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
- 32.
  - (1) The Executive Committee members shall elect one of their number to be the Chairman for such period as they shall think fit and which for the avoidance of doubt may be for a term of up to but not more than 2 years before re-election (the "Appointment Period"). At the expiry of the Appointment Period the Chairman may stand for re-election to the office of Chairman notwithstanding the fact that he has previously held such office or the period for which he held such office. If no other person is willing to be elected as Chairman and the incumbent Chairman is willing to act he shall be deemed to be re-elected unless the Executive Committee resolves that he should not be re-elected. The Chairman must be a PATA Member, except where the PATA President and Chief Executive Officer approve otherwise. Upon appointment the Chairman will automatically be Chairman of the Board and will remain Chairman of the Executive Committee and of the Board until he ceases to be Chairman of the Executive Committee or an Executive Committee Member during that period as herein provided. Subject to Article 31, and provided that the Chairman does not cease to be a Chapter Member for any reason, in which event he shall immediately vacate his offices as Chairman of the Executive Committee and Chairman of the Board, the Chairman shall remain an Executive Committee Member throughout the Appointment Period and Article 28 shall not apply to the Chairman during such period.
  - (2) If at any time there shall be a vacancy in the office of Chairman the Executive Committee shall elect a Chairman either at a meeting convened or a ballot arranged to be held in either case by the Board as soon as reasonably practicable after such vacancy arises.

33. (1) The Executive Committee may from time to time and at any time appoint any Chapter Member as a member of the Executive Committee to fill a casual vacancy and such Member shall hold office until the conclusion of the next Annual General Meeting of the Chapter. No Chapter Member may be appointed to fill a casual vacancy of the Executive Committee if the period of such appointment together with all previous periods of appointment of such member to fill a casual vacancy amount in aggregate to more than two years.

(2) The Executive Committee may co-opt to serve on the Executive Committee any Chapter Member whom it considers of good standing (notwithstanding that such person has previously served on the Executive Committee or the period he so served) and such Chapter Member shall hold office until the conclusion of the next Annual General Meeting of the Chapter.”

2. That Article 35(1) of the Company's articles of association be deleted and replaced by the following:

“35. (1) “the appointment and removal of individuals to and from the Board and of the Secretary who shall be elected and removed (subject to the provisions of these Articles) at a meeting of the Executive Committee to be held immediately after each Annual General Meeting (“Election Meeting”);”

  
..... T.S. ROBINSON  
~~Chairman/Director/Secretary~~