

RECEIVED - 1 DEC 1999**THE ROYAL BATH AND WEST OF ENGLAND SOCIETY****Company Number 2931640**

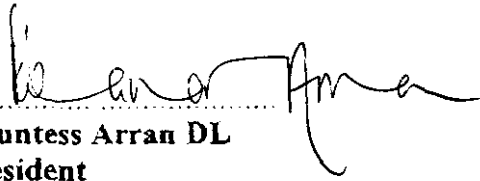
At a general meeting of the Members of the above-named company held on 18th November 1999 at The Showground, Shepton Mallet, Somerset the following resolutions were passed:-

RESOLUTION 1 – That clause 3.22 of the Memorandum shall be replaced by the following

3.22 *to provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company*

RESOLUTION 2 -That clause 4 of the Memorandum of Association be amended to include the following sub-clause

4.7 *of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.*


Countess Arran DL
President

