

Company No 3067909

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

OF

COMMONWEALTH PARTNERSHIP FOR TECHNOLOGY MANAGEMENT LIMITED

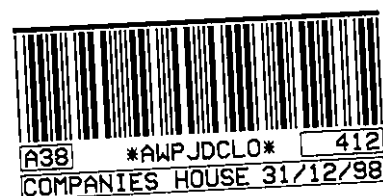
8 DECEMBER 1998

At the Annual General Meeting of the Members of the Company duly convened and held at 124 Theobald's Road, London WC1X 8XG on 8 December 1998 the subjoined resolutions tabled as agenda items 6 and 7 in the notice convening the Annual General Meeting were duly passed as special resolutions:

6. That the Company's Articles of Association be and are hereby amended as follows:-

- 6.1 The deletion of "in Commonwealth Countries" in the first line in paragraph (v) of Article 4.
- 6.2 The deletion of "CCGTM" and the substitution in its place of "the Company" in the second line of paragraph (vi) of Article 4.
- 6.3 The deletion of Article 6 in its entirety.
- 6.4 The deletion of Article 18(1) and the substitution in its place of the following as new Article 18(1):

"The directors shall determine the respective levels of annual contribution for Government members, Private Sector members and Public Sector Corporate members".
- 6.5 In Article 23:
 - 6.5.1 the deletion of "60" and the substitution in its place of "21" before the words "clear days' notice" in the third line;
 - 6.5.2 the deletion of "twenty-eight" and the substitution in its place of "21" before the words "clear days notice" in the fourth line.



- 6.6 The deletion of "elective" and the substitution in its place of "ordinary" before the word "resolution" in the first line of Article 47.
- 6.7 The deletion of Article 57 in its entirety.
- 6.8 The deletion of "person" and the substitution in its place of "member" in the second line of Article 63.
- 6.9 The deletion of "which shall not exceed three years, for that director" and the substitution in its place of "which shall not exceed for that director the period expiring at the conclusion of the third Annual General Meeting after the Annual General Meeting at which he was appointed a director" in the second line of Article 64.
- 6.10 The deletion of "twenty-eight" and the substitution in its place of "forty-five" in the third line of Article 67.
- 6.11 The deletion of "twenty-eight" and the substitution in its place of "twenty-one" in the first line of Article 68.
- 6.12 In Article 81:
 - 6.12.1 the deletion of "six (6)" and the substitution in its place of "four (4)" in the second line;
 - 6.12.2 the deletion of "and sub categories" in the third line; and
 - 6.12.3 the deletion of "Article 48" and the substitution in its place of "Article 4" in the fourth line.
- 6.13 The deletion of "or sub-category" in the third line of Article 82.
- 7. That the Company's Articles of Association be and are hereby amended as follows:
 - 7.1 In Article 12:-
 - 7.1.1 The addition of a new paragraph (2) immediately after paragraph (1) of Article 12 as follows:-

"The directors may by resolution terminate the membership of any Private and Public Sector member or Networking member who in the opinion of the directors has not participated sufficiently in the activities of the Company."
 - 7.1.2 The renumbering of paragraph (2) of Article 12 as paragraph (3) and the addition in this paragraph of "or (2)" immediately before "of this Article..." in the second line.
 - 7.2 In Article 48:
 - 7.2.1 the deletion of "The directors shall be drawn from and shall represent the categories of member described in Article 4 as follows:" and the substitution in its place of "The following appointments of directors shall be made:" in the first line;

- 7.2.2. the addition of "drawn from and who shall represent and be" before the words "appointed by financially contributing Government members" in the first line of paragraph (c);
- 7.2.3 the addition of "who shall be drawn from and shall" before the words "be appointed by Private and Public Sector Members" in the first line of paragraph (d)
- 7.2.4 the deletion of "to" in the first line and the deletion of "and" in the fourth line of paragraph (d);
- 7.2.5 the addition of "who shall be drawn from and who shall represent and" before the words "be appointed by Networking Members" in paragraph (e);
- 7.2.6 the deletion of "to" and the deletion of the full stop and the substitution in its place of "; and" at the end of paragraph (e);
- 7.2.7 the addition of the following as new paragraph (f) immediately following paragraph (e):
- "if a majority of the directors so decide, up to but not more than two members (who may be drawn from but shall not represent any category of member) may be appointed as directors."
- 7.3 The deletion of "company may be wound up by ordinary resolution of the members" and the substitution in its place of "remaining directors shall decide if the Company should continue to operate." in the fourth line of Article 104 (1).


PP Comat Registrars Limited
SECRETARY

PRESENTED BY:

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