

Company Number: 03914233

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

**T. JAMES (TELECOMS) LIMITED**



PURSUANT TO REGULATION 53 OF TABLE A OF THE COMPANIES ACT 1985

The following Written Resolutions of the members of the Company were duly proposed and passed on 25 June 2005, which shall have effect as Ordinary and Special Resolutions respectively and which shall be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:-

#### **ORDINARY RESOLUTIONS**

1. THAT 50 Ordinary £1.00 shares in the authorised share capital of the company be designated as 'B' Non Voting Shares with rights attached as per the resolution amending the Articles of Association of today's date.
2. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot relevant securities of the Company up to a maximum nominal amount of £98,500 during the period of five years from the date of this Resolution.

#### **SPECIAL RESOLUTIONS**

3. THAT the articles of association be altered in the following manner:
  - (a) by the renumbering of the existing Articles 5 to 14 as 6 to 15 respectively; and
  - (b) by the addition of the following new Article to be numbered 6:

#### **SPECIAL RIGHTS AND PRIVILEGES ATTACHED TO 'B' NON VOTING SHARES**

6. The 'B' Non Voting Shares shall rank *pari passu* in all respects with the ordinary shares, save that:

#### **As Regards Voting**

- (a) The 'B' Non Voting Shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of the Company.

As Regards Income

- (b) The holders of the 'B' Non Voting Shares shall be entitled in a payment of dividend which shall be determined and declared payable with the consent of all the ordinary shareholders of the company at a general meeting of the company, or if the written consent of all the shareholders is obtained. The dividend shall be payable upon approval by the ordinary shareholders and subject to the provisions of the Companies Act.
- (c) by the deletion of the existing clause 7 and the insertion of the following clause as clause 8:
  - 8. Subject as hereinafter provided:
    - (a) 'B' Non Voting Shares shall not be transferred in any circumstances and shall upon the holder leaving the employment of the company be purchased by the company at par value subject to the provisions of the Companies Act.
    - (b) Any ordinary share may be transferred to a person who is already a member of the company;
    - (c) Any ordinary share may be transferred by a member of the company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his will; and
    - (d) Any ordinary share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

4. THAT in accordance with Section 95 of the Companies Act 1985 the provisions of Article 4 of the Articles of Association shall not apply to the allotment of any equity securities which at the time of passing of this Resolution the Directors propose to allot provided that such allotment is made within one month of the date of passing of this Resolution and is limited to equity securities up to an aggregate nominal amount of £50.00.

*Mc Batten*

CHAIRMAN