

Company no. 4363047

**Companies Act 1985 and 1989**

**Written Resolutions  
of**

**The Sound Mirrors Project/Les Miroirs Sonores  
(the "Company")**

**Pursuant to Article 39 of the Articles of Association of the Company**

We, the undersigned, being all the members of the Company who, at the date of these resolutions, would be entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions as elective resolutions and agree that the resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

1. THAT pursuant to section 366A of the Companies Act 1985 (the "Act") the Company elects to dispense with the holding of an annual general meeting in this and subsequent years;
2. THAT pursuant to section 252 of the Act the Company elects to dispense with the laying of accounts and reports before the Company in general meetings; and
3. THAT pursuant to section 386 of the Act the Company elects to dispense with the obligation to appoint auditors annually.

Signature: .....

Greg Hilty

Signature: .....

Peter Jenkinson

Signature: .....

John Newbigin

Dated: .....

19.05.05

