

No. 146560

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BP OIL LLANDARCY REFINERY LIMITED



Passed 24 November, 1999

At an Extraordinary General Meeting of the Members of the Company held at
Llandarcy Works, Llandarcy, West Glamorgan, on **24 November, 1999**

It was Resolved that the following resolutions be passed as **SPECIAL RESOLUTIONS** namely, that:

Clause 2(B) of the Articles of Association of the Company be and is hereby altered as follows by the addition of clause (M).

(M) The expression "Secretary" shall include an Assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

and that:

The provisions of the articles of association be altered by removing the article number 81 (J) and replacing it with:

81(J) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a signatory and a counter signatory as referred to in paragraph (i) below or by a signatory in accordance with paragraph (iii) below or as otherwise determined by the Directors. The company shall execute instruments in accordance with the following paragraphs but this shall be without prejudice to the ability of the company to execute instruments in any other manner authorised by the Statutes:

- (i) By affixing the Seal to any instrument and by a Director or other person duly authorised for that purpose by resolution of the Directors signing the instrument and by a second Director or the Secretary or any other person duly authorised for that purpose by resolution of the Directors countersigning such instrument; or
- (ii) By a Director or the Secretary or any other person authorised by resolution of the Directors signing an instrument and another person being a Director, the Secretary or any other person authorised by resolution of the Directors countersigning an instrument which is expressed (in whatever form) to be executed by the Company; or
- (iii) In the case of an instrument or class of instruments specified by the Directors by affixing the Seal to any such instrument and by a Director, the Secretary or any other person authorised for that purpose by resolution of the Directors signing the instrument and without any countersignature."



Margaret E. Woods
Assistant Secretary

REGISTERED OFFICE:
Witan Gate House
500/600 Witan Gate
Central Milton Keynes
MK9 1ES
England

C O N T E N T S.

	ARTICLES.	PAGE.
MEMORANDUM OF ASSOCIATION ...	...	3
ARTICLES OF ASSOCIATION...	...	11
I.—PRELIMINARY	1-5	11
II.—CAPITAL.		
1. Shares ...	6-11	14
2. Certificates of Shares ...	12-14	15
3. Calls on Shares ...	15-18	15
4. Transfer and Transmission of Shares ...	19-25	16
5. Lien on Shares ...	26	18
6. Forfeiture and Surrender of Shares ...	27-33	19
7. Conversion of Shares into Stock and Re- conversion into Shares ...	34-36	21
8. Consolidation and Subdivision of Shares ...	37-38	22
9. Increase and Reduction of Capital ...	39-41	22
III.—MEETINGS OF MEMBERS.		
1. Convening of General Meetings...	42-47	23
2. Proceedings at General Meetings ...	48-58	25
3. Votes at General Meetings ...	59-67	27
4. Meetings of Classes of Members ...	68-69	28
IV.—DIRECTORS.		
1. Number and Appointment of Directors ...	70-77	30
2. Remuneration of Directors ...	78-79	31

	ARTICLES.	PAGE.
3. Powers of Directors ...	... 80-81 ...	31
(A) Local Boards ...	... 81 ...	32
(B) Managing Directors „ ...	
(C) Trustees ...	... „ ...	32
(D) Attorneys ...	... „ ...	32
(E) Borrowing Powers ...	... „ ...	33
(F) Bills, Cheques and Negotiable Instruments...	... „ ...	33
(G) Investments ...	... „ ...	33
(H) Special Remuneration ...	... „ ...	33
(I) Disposing of Property ...	... „ ...	33
(J) Common Seal...	... „ ...	34
(K) Companies (Consolidation) Act, 1908, Sections 34 and 79	... „ ...	34
(L) Agreements with H.M. Government	... „ ...	34
4. Proceedings of Directors ...	... 82-90 ...	34
5. Disqualification of Directors ...	... 91-92 ...	36
6. Retirement and Removal of Directors ...	... 93-98 ...	37
7. Indemnity of Directors, &c. ...	... 99 ...	38

V.—ACCOUNTS AND DIVIDENDS.

1. Accounts ...	... 100-104 ...	39
2. Audit ...	... 105-106 ...	40
3. Reserve Fund ...	... 107-108 ...	42
4. Dividends ...	... 109-117 ...	43

VI.—NOTICES ... 118-122 ... 45

VII.—WINDING-UP ... 123-126 ... 47

COMPANIES ACTS, 1908 AND 1913.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BP OIL LLANDARCY REFINERY LIMITED

1. The name of the Company is BP OIL LLANDARCY REFINERY LIMITED."

For details of changes
in the Company's name
see note at end of
Memorandum of
Association

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A.) To purchase, take on lease or license, or otherwise acquire any petroleum or oil-bearing lands in any part of the world, or any interest in any such lands, or any rights of or connected with the getting or winning of any natural gas, petroleum or other oil, bitumen, asphalte or ozokerite, or other similar substances, and to sink wells, to make borings and otherwise to search for, obtain, exploit, develop, render suitable for trade, carry away and sell petroleum and other mineral oils, natural gas, asphalte, ozokerite, or other similar substances and products thereof, and other fuels:

(B.) To carry on all or any of the businesses of dealers in and refiners of petroleum and other mineral oils, natural gas, asphalte and ozokerite, or other similar substances and

products thereof, and other fuels, mine owners, merchants, carriers, wharfingers, manufacturers, shipowners, shipbuilders, barge owners, lightermen, factors and brokers in all or any of their respective branches, and to treat or turn to account in any other manner any natural gas, petroleum or other oil, asphalte, ozokerite or any products thereof, or any other fuel :

- (C.) To acquire, work and dispose of and deal in any mines, metals, minerals, mineral wax, clay and other like substances, and to acquire, produce by cultivation, manufacture, treat, deal in or otherwise turn to account any mineral, vegetable or mineral products :
- (D.) To acquire, construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, railways, docks, wharves, piers, bridges, viaducts, aqueducts, canals, watercourses, tanks, wells, reservoirs, stations and pump services, accumulation services and distribution services, pipes, pipe lines, and other apparatus in connection with oil, gas, bitumen, asphalte and ozokerite, and other similar substances, telegraphs, telephones, gasworks, electric lighting and power works, factories, workshops, warehouses, shops, stores, fuel stores, fuel stations, guard towers, dwelling-houses, and other buildings, works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof, and to take any lease or enter into any working agreement in respect thereof :
- (E.) To purchase, build, charter, affreight, hire and let out for hire, or for chartering and affreightment, and to otherwise obtain the possession of, and use and dispose of, and employ or turn to account ships, lighters, launches, boats

and vessels of all kinds (including tank vessels), and locomotives, wagons, tank cars and other rolling stock, and to otherwise provide for the conveyance of oil, gas, asphalt, ozokerite and movable property of all kinds, and to purchase or otherwise acquire any shares or interests in any ships or vessels, or in any companies possessed of or interested in any ships or vessels :

- (F.) To clear, manage, farm, cultivate, irrigate and otherwise work or use any lands over which for the time being the Company has any rights, and to dispose of or otherwise deal with any farm or other products of any such lands, and to lay out sites for and establish permanent camps, towns and villages on any such lands :
- (G.) To equip expeditions and employ experts, agents and others for the purpose of searching for, acquiring, working, proving and developing lands and others and concessions, licenses, rights, powers and privileges suitable for the purposes of the Company :
- (H.) To carry on business as concessionaires, capitalists and financiers, and to undertake, carry on and execute all kinds of financial, commercial, trading, trust, exploitation, agency and other operations, and to advance or provide money, with or without security, to concessionaires, inventors, patentees and others, for the purpose of improving and developing, or assisting to improve and develop, any concessions, lands or others, or of experimenting, testing or developing any invention, design or process, industrial or otherwise :
- (I.) To carry on as principals or agents any branch of agricultural, manufacturing, metallurgical, chemical or mercantile business for which the Company's properties, buildings and employees may be conveniently applicable :

- (J.) To subsidise, or contribute to, or otherwise assist in, or take part in, the construction, maintenance, improvement, management, working, control or superintendence of any operations or works or buildings useful or expedient or convenient or adaptable for the purposes of the Company which may be constructed by or may belong to or be worked by or be under the control or superintendence of others :
- (K.) To manufacture, buy, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company, or in or for any of the operations of the Company :
- (L.) To purchase, lease, or otherwise acquire, and to confer and grant rights of way, light and water and other rights, easements or privileges in favour of the Company or its properties or any of them, or over or affecting the Company's properties or any of them :
- (M.) To guarantee payment of any moneys by, or the performance of any contracts, liabilities, obligations or engagements of any company, corporation or person, with, or to any other company, corporation, or person ; and to become liable or responsible for money ; and to grant guarantees and indemnities of every description ; and to undertake obligations of every description :
- (N.) To indemnify and secure any person (including any officers of this Company) or company against debt or liability incurred to him or them by this Company, or undertaken by him or them for behoof of this Company, or against any costs, losses or expenses in connection with any of the affairs or businesses of this Company, and to issue to any such person or company, by way of indemnity or security, any shares, or grant in their favour or give them any securities, which this Company has power to issue, grant or give :

- (o.) To pay all costs, charges and expenses incidental to or connected with the promotion, formation and incorporation of the Company (whether of a preliminary nature or not), and the purchase or acquisition of any properties, businesses, rights and others acquired or to be acquired for the purposes of the Company and the carrying any of its objects into effect ; and to remunerate any person or company for services rendered or to be rendered in placing, or assisting in placing, or obtaining subscriptions for, any shares or stocks or securities of this Company, or of any company to be promoted by this Company, or in arranging loans for this Company, or any company to be promoted by it, or in relation to the formation or promotion of this Company, or of any company to be promoted by this Company, or otherwise in relation to the businesses or objects of this Company ; and to adopt all acts and preliminary arrangements in reference to all or any of these matters :
- (p.) To carry on the business of marine insurance in all its branches, and in particular, without prejudice to the generality of the foregoing words, to make or effect insurances on ships, vessels, boats and craft of all kinds, and on goods, merchandis-e, live or dead stock, luggage, effects, specie, bullion or other property, respondentia and bottomry interests, commissions, profits and freights :
- (q.) To carry on all kinds of transit insurance business, and generally every kind of insurance and re-insurance business : Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Act, 1909, or to reinsure any risks under any class of assurance business to which that Act applies :
- (r.) To raise money by share capital, debentures, debenture stock, loan or in any other manner that may be thought expedient, and invest the amount for the time being thereof in, obtain options over, or otherwise acquire and

hold, either conditionally or otherwise, shares, stock, bonds, obligations, debentures, debenture stock, scrip and securities of all classes and descriptions, whether British, foreign or colonial, and whether created or issued by any Government or public authority, or by any person, corporation, company, society or body, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by bankers, capitalists, financiers, financial agents, commercial agents, contractors:

- (s.) To acquire any such investments as aforesaid by original subscription, tender, participation in syndicates or otherwise, and whether or not fully paid up, and to make payments thereon as called up, or in advance of calls or otherwise, and to underwrite or subscribe for the same, conditionally or otherwise, and either with a view to investment or for resale or otherwise, and to vary the investments of the Company, and, generally, to sell, exchange or otherwise dispose of, deal with and turn to account any of the assets of the Company:
- (t.) To issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in stocks, shares, mortgages, bonds, obligations, securities and mercantile instruments of any kind:
- (u.) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit this Company, or to enhance the value of or render profitable any of the Company's properties or rights:
- (v.) To acquire and carry on all or any part of the business or property, and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry

on, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of this Company:

- (w.) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such company, and to guarantee the principal or interest of any such securities or obligations, or any dividends upon any such shares or stock:
- (x.) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business; and to erect and construct buildings and works of all kinds:
- (y.) To apply for, purchase or otherwise acquire any patents, licenses and like rights, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the rights and information so acquired:
- (z.) To purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company, in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such

shares, stocks or obligations amongst the Members of this Company in kind :

- (AA.) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments:
- (BB.) To lend money to such persons, upon such terms and subject to such conditions as may seem expedient :
- (CC.) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company:
- (DD.) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers:
- (EE.) To enter into any arrangement with any governments or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them:
- (FF.) To establish and support, or aid in the establishment and support of associations, institutions and conveniences

calculated to benefit any of the employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object:

(GG.) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all the expenses of or incident to such promotion:


(HH.) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or Company, or by means of any subsidiary or auxiliary company, and in any part of the world:

(II.) To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The capital of the Company is £200,000, divided into 200,000 shares of £1 each, with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets, or otherwise, over any other shares, whether ordinary or preference, and whether issued or not, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the subdivision of a share, to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such subdivision.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
 <p>F. HARPER RICHES, 18, Bromar Road, Denmark Park, S.E., Clerk.</p>	One.
<p>JAMES A. FULLER, 25, Brampton Road, Harringay, N., Clerk.</p>	One.

Dated the 15th day of March, 1917.

Witness to the above Signatures—

H. W. BROWN,
Clerk to Messrs. ASHURST, MORRIS, CRISP & Co.,
17, Throgmorton Avenue,
London, E.C.,
Solicitors.

NOTE

Changes in the name of the Company -

- (a) The Company was incorporated as "National Oil Refineries, Limited"
- (b) Special Resolution passed 24th May, 1956 changing name to "BP Refinery (Llandarcy) Limited."
- (c) Special Resolution passed 31st July, 1975 changing name to "BP Oil Llandarcy Refinery Limited."

COMPANIES ACTS 1908 AND 1913.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

BP OIL LLANDARCY REFINERY LIMITED

I.—PRELIMINARY.

1. The regulations contained in Table "A" of the First Schedule to "The Companies (Consolidation) Act, 1908," shall not apply to this Company, but the following shall be the regulations of the Company.

2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless there be something in the context inconsistent therewith:

(A.) Words denoting the singular number only shall include the plural number also, and *vice versa*:

(B.) Words denoting the masculine gender only shall include the feminine gender also:

- (c.) Words denoting persons only shall include corporations:
- (d.) "Extraordinary Resolution" shall in the case of a meeting of the holders of any class of shares mean a resolution passed by a majority consisting of not less than three-fourths of the votes given upon the resolution:
- (e.) "Month" shall mean a calendar month:
- (f.) "The Treasury" shall mean the Lords Commissioners for the time being of His Majesty's Treasury:
- (g.) "The Admiralty" shall mean the Commissioners for the time being for executing the office of Lord High Admiral of the United Kingdom of Great Britain and Ireland:
- (h.) "His Majesty's Government" shall include the Treasury and the Admiralty and every other Department of His Majesty's Government, and any reference to "His Majesty's Government" shall be deemed to be a reference to such Department of His Majesty's Government as may be concerned:
- (i.) "A Government share" shall mean any share which the Treasury shall notify in writing to the Company is the property of His Majesty's Government:
- (j.) "Director" shall mean and include both an ordinary Director and an *ex officio* Director:
- (k.) "An ordinary Director" shall mean a Director other than an *ex officio* Director:
- (l.) "An *ex officio* Director" shall mean a Director appointed by the Treasury under Article 71 hereof.
- (m.) The expression "Secretary" shall include an Assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

3. The Company shall be a Private Company within the meaning of the Companies Acts, 1908 and 1913, and accordingly:—

- (A.) The Board may, without assigning any reason, decline to register any transfer of shares:
- (B.) The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to 50, but so that, for the purposes of this Article, two or more joint holders of one or more shares in the Company shall be treated as a single Member :
- (C.) No invitation shall be made to the public to subscribe for any shares, debentures or debenture stock of the Company :
- (D.) No share-warrant to bearer shall be issued unless the Company shall first have complied with the provisions of Sub-section (2) of Section 121 of the Companies (Consolidation) Act, 1908, so as to turn itself into a public Company.

4. Except as hereinafter specifically provided, all acts and notices which under or by virtue of these Articles may be done or given by the Treasury or by the Admiralty, may, as to the Treasury, be done or given by a Secretary to the Treasury, and may, as to the Admiralty, be done or given by a Secretary to the Admiralty.

5. The Company shall at all times have its Head Office in England.

II.—CAPITAL.

1. SHARES.

6. The shares of the original capital of the Company may be allotted, or otherwise disposed of, to such persons and for such consideration, and upon such terms and conditions as the Board may determine; and they may make arrangements on the issue of any shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

7. If several persons are registered as joint holders of any share, their liability in respect thereof shall be several as well as joint.

8. The Company shall not, except as herein mentioned, be bound by or be compelled in any way to recognise, even when having notice thereof, any trust or any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, or such other rights in case of transmission thereof as are hereinafter mentioned.

9. The funds of the Company shall not be expended in the purchase of, or lent upon the security of its own shares.

10. The Company may pay a commission at a rate not exceeding 25 per cent. on any shares to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. The total amount of the sums paid by way of commission in respect of any shares, debentures or debenture stock of the Company, or allowed by way of discount in respect of any debentures or debenture stock, shall be stated in every balance-sheet of the Company until the whole amount thereof has been written off.

11. If any shares of the Company shall be issued for the purpose of raising money to defray the expenses of construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest at a rate not exceeding 4 per cent. per annum, or such lower rate as may for the time being be prescribed by Order in Council, on as much of such share capital as is for the time being paid up for the period, and subject to the conditions and restrictions specified in Section 91 of the Companies (Consolidation) Act, 1908, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

2. CERTIFICATES OF SHARES.

12. Every Member shall be entitled without payment to one certificate under the Common Seal of the Company, and signed by at least one Director and the Secretary, specifying the shares held by such Member and the amount paid up thereon.

13. The certificate of shares registered in the names of joint holders shall be delivered to the holder whose name stands first on the Register of Members.

14. If a certificate be worn out, destroyed, or lost, it may be renewed upon payment of one shilling (or such less sum as the Board may prescribe), upon the production of such evidence of its having been worn out, destroyed, or lost, as the Board may consider satisfactory, and upon such indemnity, with or without security, as the Board may require.

3. CALLS ON SHARES.

15. The Board may from time to time (subject to any terms upon which any shares may have been issued) make such calls as they think fit upon the Members in respect of all moneys unpaid on their shares, provided that twenty-one days' notice at least be given

of each call, and that no call shall exceed one-fourth of the nominal amount of a share or be made payable within two months after the last preceding call was payable. Each Member shall be liable to pay the calls so made, and any money payable on any share under the terms of allotment thereof, to the persons and at the times and places appointed by the Board. A call may be revoked or the time fixed for its payment postponed by the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

17. If any call payable in respect of any share, or any money payable on any share under the terms of allotment thereof, be not paid on or before the day appointed for payment, the holder or allottee of such share shall be liable to pay interest upon such call or money from such day until it is actually paid at the rate of 10 per cent. per annum, or such less rate as may be fixed by the Board.

18. The Board may, if they think fit, receive from any Member willing to advance the same all or any part of the money unpaid upon any of the shares held by him beyond the sums actually called for. Such advance shall extinguish, so far as it shall extend, the liability existing upon the shares in respect of which it is received. Upon the money so paid in advance, or upon so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Board may pay interest at such rate (if any) as the Member paying such sum in advance and the Board agree upon.

4. TRANSFER AND TRANSMISSION OF SHARES.

19. Subject to the provisions of Article 21, the transfer of any share in the Company shall be in writing in the usual common form, and shall be signed by the transferor and transferee. Shares of different classes shall not be transferred on the

same instrument of transfer without the consent of the Board. There shall be paid to the Company in respect of the registration of any transfer such fee, not exceeding two shillings and sixpence, as the Board deem fit.

20. The Board may, without assigning any reason, decline to register any transfer of shares (not being Government shares) not fully paid up made to any person not approved by them, or made by any Member jointly or alone indebted or under any liability to the Company, or any transfer of shares, whether fully paid up or not, made to an infant or a person of unsound mind.

21. The Treasury may from time to time, by instrument in writing under the hands of two of the Lords Commissioners of His Majesty's Treasury, appoint any person or persons to be the holder or holders of any Government shares, and the Board shall immediately upon receiving notice of such appointment register the person so appointed as the holder or holders of the shares specified in the appointment, and such person or persons, when registered as the holder or holders of any Government shares, shall, subject to any provisions to the contrary in these Articles contained, have such rights and privileges in respect of such shares as are by these Articles conferred upon Members of the Company. Save as aforesaid, no instrument of transfer shall be required for the transfer of a Government share, and in no case shall a Government share be transferred without the consent in writing of two of the Lords Commissioners of His Majesty's Treasury.

22. The instrument of transfer shall be lodged with the Company, accompanied by the certificate of the shares comprised therein and such evidence as the Board may require to prove the title of the transferor, and thereupon and upon payment of the proper fee, the transferee shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a Member in respect of such share, and the instrument of transfer shall be retained by the Company. The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

23. The executors or administrators of a deceased Member, not being a joint holder, and in the case of the death of a joint holder, the survivor or survivors, shall, subject to the provisions of Article 21 hereof, alone be recognised by the Company as having any title to the shares registered in the name of the deceased Member, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

24. Subject to the provisions of Article 21 hereof, any person becoming entitled to a share in consequence of the death or bankruptcy of a Member, or otherwise than by transfer, may, subject to the regulations hereinbefore contained, be registered as a Member upon production of the share certificate and such evidence of title as may be required by the Board, or may, subject to the said regulations, instead of being registered himself, transfer such share. There shall be paid to the Company in respect of any registration such fee, not exceeding two shillings and sixpence, as the Board deem fit.

25. The transfer books may be closed during such period or periods as the Board may think fit, not exceeding in the whole thirty days in each year.

5. LIEN ON SHARES.

26. The Company shall, except in regard to Government shares, have a first and paramount lien on all shares not fully paid up, and on the interest and dividends declared or payable in respect thereof, for all moneys due to and liabilities subsisting with the Company from or on the part of the registered holder or any of the registered holders thereof, either alone or jointly with any other person, although the period for the payment or discharge thereof may not have arrived, and whether the same may have been incurred before or after notice of any right subsisting in any person other than the registered holder, and may enforce such

lien by sale or forfeiture of all or any of the shares on which the same may attach. Provided that such sale or forfeiture shall not be made, except in the case of a debt or liability the amount of which shall have been ascertained, and until such period as aforesaid shall have arrived, and until notice of the intention to sell or forfeit shall have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment or discharge of such debts or liabilities for seven days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of such debts or liabilities, and the residue (if any) paid to such Member, his executors, administrators or assigns. Only so many shares shall be so forfeited as the Auditors of the Company shall certify to be the equivalent of such debt or liability at the then market value.

6. FORFEITURE AND SURRENDER OF SHARES.

27. If any Member fail to pay any call or money payable under the terms of allotment of a share, not being a Government share, on the day appointed for payment thereof, the Board may at any time, while the same remains unpaid, serve a notice on him requiring him to pay the same, together with any interest that may have accrued thereon, and any expenses that may have been incurred by the Company by reason of such non-payment.

28. The notice shall name a further day, not being less than seven days from the service of the notice, on or before which such call or other money, and all interest and expenses that have accrued by reason of such non-payment are to be paid, and the place where payment is to be made (the place so named being either the Registered Office of the Company, or some other place at which calls of the Company are usually made payable), and shall state that in the event of non-payment on or before the day and at the place appointed, the share in respect of which such payment is due will be liable to be forfeited.

29. If the requisitions of any such notice as aforesaid are not complied with, the share in respect of which such notice has been given may at any time thereafter, before payment of all money due thereon with interest and expenses shall have been made, be forfeited by a resolution of the Board to that effect.

30. Any share forfeited shall be deemed to be the property of the Company, and may be held, re-allotted, sold, or otherwise disposed of in such manner as the Board think fit, and in case of allotment, with or without any money paid thereon by the former holder being credited as paid up; but the Board may at any time before any share so forfeited shall have been re-allotted, sold, or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

31. Any Member whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls or other money, interest, and expenses (whether presently payable or not) owing in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of 10 per cent. per annum, or such less rate as may be fixed by the Board.

32. The Board may (but so far as regards any Government share, only with the consent in writing of two of the Lords Commissioners of His Majesty's Treasury) accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof or any gratuitous surrender of a fully paid share. Any share so surrendered may be disposed of in the same manner as a forfeited share.

33. In the event of the re-allotment or sale of a forfeited or surrendered share, or the sale of any share to enforce a lien of the Company, a certificate in writing under the common seal of the Company that the share has been duly forfeited, surrendered, or sold in accordance with the regulations of the Company, shall be sufficient

evidence of the facts therein stated as against all persons claiming the share. A certificate of proprietorship shall be delivered to the purchaser or allottee, and he shall be registered in respect thereof, and thereupon he shall be deemed the holder of the share discharged from all calls or other money, interest and expenses due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase-money or consideration, nor shall his title to the share be affected by any irregularity in the forfeiture, surrender or sale.

7. CONVERSION OF SHARES INTO STOCK AND RECONVERSION INTO SHARES.

34. The Board may, with the sanction of the Company previously given in General Meeting, convert any paid-up shares into stock, and may also, with such sanction as aforesaid, reconvert such stock into paid-up shares of any denomination.

35. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances admit, but the Board may from time to time if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be transferable, with power nevertheless at their discretion to waive the observance of such rules in any particular case.

36. The stock shall confer on the holders thereof respectively the same rights as would have been conferred by fully paid shares of equal amount of the class converted in the capital of the Company, but so that none of such rights, except the right to participate in the profits of the Company, shall be conferred by any such amount of stock as would not, if existing in shares of the class converted, have conferred such rights: Provided always that the provisions

herein contained in regard to Government shares shall so far as applicable apply to the stock into which such last-mentioned shares shall have been converted.

8. CONSOLIDATION AND SUBDIVISION OF SHARES.

37. The Company may in General Meeting consolidate its shares, or any of them, into shares of a larger amount.

38. The Company may by Special Resolution subdivide its shares, or any of them, into shares of a smaller amount, and may by such resolution determine that, as between the holders of the shares resulting from such subdivision one or more of such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with the other or others.

9. INCREASE AND REDUCTION OF CAPITAL.

39. The Board may from time to time increase the capital of the Company by the issue of new shares.

40. Such new shares shall be of such amount, and shall be issued for such consideration, on such terms and conditions, and with such preference or priority as regards dividends or in the distribution of assets, or as to voting or otherwise over other shares of any class, whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends or in the distribution of assets, as the Company in General Meeting may direct, and subject to, or in default of any such direction, the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the original capital of the Company.

41. The Company may by Special Resolution reduce its capital by paying off capital, cancelling capital which has been lost or is unrepresented by available assets, reducing the liability on the shares or otherwise as may seem expedient, or it may by ordinary resolution

cancel shares not taken or agreed to be taken by any person. Capital may be paid off upon the footing that it may be called up again or otherwise.

III.—MEETINGS OF MEMBERS.

1. CONVENING OF GENERAL MEETINGS.

42. The Statutory Meeting shall be held at such a time within a period of not less than one month nor more than three months from the date at which the Company is entitled to commence business and at such place as the Board may determine.

43. General Meetings shall be held once at least in every calendar year after the year in which the Company is incorporated at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is so prescribed, then at such time (not being more than fifteen months after the holding of the last preceding meeting) and at such place as may be determined upon by the Board: Provided always that a General Meeting shall only be held at some place in England.

44. The General Meetings mentioned in the last preceding Article shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

45. The Board and also an *ex officio* Director may whenever they respectively think fit convene an Extraordinary General Meeting, and the Board shall, on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting, and the following provisions shall have effect:—

- (1.) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the

office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists :

- (2.) If the Directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit :
- (3.) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a Special Resolution, and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting :
- (4.) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

46. Seven days' notice of any General Meeting (exclusive both of the day on which the notice is served or deemed to be served, and of the day of the meeting), specifying the day, hour, and place of the meeting, shall be given to the Members in manner hereinafter mentioned, or in such other manner as may from time to time be prescribed by the Company in General Meeting ; but the accidental omission to give any such notice to any Member or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting. When it is proposed to pass a Special Resolution the two meetings may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting

contingently on the resolution being passed by the requisite majority at the first meeting.

47. The notice convening an Ordinary General Meeting shall state the general nature of any business intended to be transacted thereat, other than declaring dividends, electing Directors and Auditors and voting their remuneration, and considering the accounts presented by the Board and the reports of the Board and the Auditors. The notice convening an Extraordinary General Meeting shall state the general nature of the business intended to be transacted thereat.

2. PROCEEDINGS AT GENERAL MEETINGS.

48. Three Members personally present shall be a quorum at a General Meeting.

49. If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such place as may be appointed by the Chairman.

50. At any adjourned meeting, the Members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

51. The Chairman of the Board, or in his absence the Deputy-Chairman (if any), shall preside as Chairman at every General Meeting of the Company.

52. If at any General Meeting neither the Chairman nor the Deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present, he shall preside as

Chairman if willing to act. If there be no Director present who shall be willing to act, the Members present shall choose one of their number to act as Chairman.

53. The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place; but (save as provided by the Companies (Consolidation) Act, 1908, with regard to the Statutory Meeting) no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

54. Every question submitted to a General Meeting shall be decided, in the first instance, by a show of hands, and in case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

55. At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact, and in the case of a resolution requiring any particular majority, that it was passed by the majority required, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

56. A poll may be demanded in writing upon any question (other than the election of a Chairman of a meeting) by the Chairman or by not less than three other Members present in person or by proxy and entitled to vote, and holding together shares of the Company of the nominal amount of not less than £5,000.

57. If a poll is demanded, it shall be taken in such manner, at such place, and either immediately or at such other time, within 14 days thereafter, as the Chairman shall before the conclusion of the meeting direct, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting as at the date of taking the poll.

58. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

3. VOTES AT GENERAL MEETINGS.

59. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, every Member shall upon a show of hands have one vote, and upon a poll one vote in respect of each share held by him. Any corporation holding shares conferring the right to vote may by resolution of its Directors authorise any of its officials or any other person to act as its representative at any General Meeting of the Company, and at any meeting of holders of any class of shares of the Company, and such representative shall be entitled to exercise the same powers on behalf of such corporation as if he had been an individual shareholder of the Company.

60. Votes may be given either personally or by proxy.

61. If any Member be of unsound mind, he may vote by his committee, *curator bonis*, or other legal curator.

62. If two or more persons be jointly entitled to a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect thereof as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, either personally or by proxy, that one of such persons so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

63. No Member shall be entitled to be present or to vote, either personally, or by proxy, or otherwise, at any General Meeting or upon any poll, or to exercise any privilege as a Member, unless all calls or other money due and payable in respect of any share of which he is the holder (not being a Government share) have been

paid, and no Member shall be entitled to vote at any meeting held after the expiration of three months from the registration of the Company (other than the Statutory Meeting or any adjournment thereof) in respect of any share (not being a Government share) that he has acquired by transfer, unless he has been registered as the holder of the share in respect of which he claims to vote for at least three months previously to the time of holding the meeting at which he proposes to vote.

64. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or if such appointor be a corporation, under its common seal or the hand or seal of its attorney, in such form as the Board may from time to time approve.

65. No person shall be appointed a proxy who is not a Member of the Company or otherwise entitled to vote, provided that this Article is not to apply to a proxy appointed by any Member who holds shares as the nominee of His Majesty's Government.

66. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than two clear days before the day for holding the meeting at which the person named in such instrument proposes to vote.

67. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the shares in respect of which it is given, unless previous intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company.

4. MEETINGS OF CLASSES OF MEMBERS.

68. The holders of any class of shares may at any time and from time to time and whether before or during liquidation, by an extraordinary resolution passed at a meeting of such holders, consent on

behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority or of any accrued dividend, or the reduction for any time or permanently of the dividends payable thereon, or to the amalgamation into one class of the shares of any two or more classes, or to the subdivision of shares of one class into shares of different classes, or any alterations in these Articles varying or taking away any rights or privileges attached to shares of the class, or to any scheme for the reduction of the Company's capital affecting the class of shares in a manner not otherwise authorised by these Articles, or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole or any part of the Company's property or business determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration, contract, compromise or arrangement which the persons voting thereon could if *sui juris* and holding all the shares of the class consent to or enter into, and such resolution shall be binding upon all the holders of shares of the class.

69. Any meeting for the purpose of the last preceding clause shall be convened and conducted in all respects as nearly as possible in the same way as an Extraordinary General Meeting of the Company; provided that no Member, not being a Director, shall be entitled to notice thereof or to attend thereat, unless he be a holder of shares of the class intended to be affected by the resolution, and that no vote shall be given except in respect of a share of that class, and that the quorum at any such meeting shall (subject to the provision as to an adjourned meeting hereinbefore contained) be Members holding or representing by proxy one-tenth of the issued shares of that class, and that at any such meeting a poll may be demanded in writing by any five Members present in person or by proxy and entitled to vote at the meeting.

IV.—DIRECTORS.

1. NUMBER AND APPOINTMENT OF DIRECTORS.

Amended by
Special
Resolution
12th November, 1953



70. The number of Directors shall not be less than three nor more than twelve.

71. The Treasury shall have the right to be at all times represented on the Board of Directors of the Company by two Directors, who shall be called *ex officio* Directors, and shall be appointed from time to time by the Treasury. An *ex officio* Director shall hold office during the pleasure of, and may from time to time be removed by, the Treasury. Save as aforesaid, an *ex officio* Director shall not be removable. Every instrument appointing or removing an *ex officio* Director shall be under the hands of two of the Lords Commissioners of His Majesty's Treasury.

72. Every Director must be a British subject.

73. The Company in General Meeting may from time to time, as special business, and within the limits hereinbefore provided, increase or reduce the number of ordinary Directors then in office, and upon passing any resolution for an increase, may appoint the additional ordinary Director or Directors necessary to carry the same into effect.



74. The continuing Directors, or Director if only one, may act, notwithstanding any vacancies in the Board; provided that if the number of the Board be less than the prescribed minimum, the remaining Directors or Director shall forthwith appoint an additional Director or Directors to make up such minimum, or convene a General Meeting of the Company for the purpose of making such appointment.

75. The Directors shall have power at any time and from time to time to appoint any other person as an ordinary Director either to

fill a casual vacancy among the ordinary Directors or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above. But any Director so appointed or appointed under the preceding Article shall hold office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

76. No person other than a retiring ordinary Director shall be elected an ordinary Director (except as a first Director or an ordinary Director proposed or appointed by the Board) unless at least four and not more than seven clear days' notice shall have been left at the Registered Office of the Company of the intention to propose him, together with a notice in writing by himself of his willingness to be elected.

77. The first Directors shall be the persons who shall be nominated in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association.

2. REMUNERATION OF DIRECTORS.

78. The Chairman of the Board shall be entitled to receive by way of remuneration in each year such sum as the Board may from time to time determine, and the remainder of the Board shall be entitled to such sum as the Company in General Meeting may from time to time determine.

79. In addition to the remuneration mentioned in the last preceding Article, the Directors shall be repaid such reasonable travelling, hotel and other expenses as they may incur in attending meetings of the Board or of Committees of the Board, or General Meetings, or which they may otherwise incur in or about the business of the Company.

3. POWERS OF DIRECTORS.

80. The business of the Company shall be managed by the Board, who may pay all expenses of or incident to the formation,

registration, and advertising of the Company, and the issue of its capital. The Board may exercise all the powers of the Company, subject, nevertheless, to the provisions of any Acts of Parliament or of these Articles, and to such regulations (being not inconsistent with any such provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

81. Without restricting the generality of the foregoing powers the Board may do the following things :—

- (A.) Establish local boards, local managing or consulting committees, or local agencies in the United Kingdom or abroad, and appoint any one or more of their number or any other person or persons to be members thereof, with such powers and authorities, under such regulations, for such period, and at such remuneration as they may deem fit, and may revoke any such appointment:
- (B.) Appoint, from time to time, any one or more of their number to be Managing Director or Managing Directors, on such terms as to remuneration, and with such powers and authorities, and for such period as they deem fit, and may, subject to the terms of any agreement entered into in any particular case, revoke such appointment:
- (C.) Appoint any person or persons, whether a Director or Directors of the Company or not, to hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes, and execute and do all such instruments and things as may be requisite in relation to any such trust:
- (D.) Appoint, in order to execute any instrument or transact any business abroad, any person or persons the attorney or attorneys of the Board or the Company with such powers

as they deem fit, including power to appear before all proper authorities and make all necessary declarations so as to enable the Company's operations to be validly carried on abroad:

- (E.) Borrow or raise any sum or sums of money upon such terms as to interest or otherwise as they may deem fit, and for the purpose of securing the same and interest, or for any other purpose, create, issue, make and give respectively any perpetual or redeemable debentures or debenture stock, or any mortgage or charge on the undertaking or the whole or any part of the property, present or future, or uncalled capital of the Company, and any debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued:
- (F.) Make, draw, accept, endorse and negotiate respectively promissory notes, bills, cheques or other negotiable instruments, provided that every promissory note, bill, cheque or other negotiable instrument drawn, made or accepted, shall be signed by such person or persons as the Board may appoint for the purpose:
- (G.) Invest or lend the funds of the Company not required for immediate use in or upon such investments as they deem fit (other than shares of the Company), and from time to time transpose any investment:
- (H.) Grant to any Director required to go abroad or to render any other extraordinary service such special remuneration for the services rendered as they think proper:
- (I.) Sell, let, exchange or otherwise dispose of, absolutely or conditionally, all or any part of the property, privileges and undertaking of the Company, upon such terms and

conditions, and for such consideration as they may think fit:

- (J) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a signatory and a counter signatory as referred to in paragraph (i) below or by a signatory in accordance with paragraph (iii) below or as otherwise determined by the Directors. The company shall execute instruments in accordance with the following paragraphs but this shall be without prejudice to the ability of the company to execute instruments in any other manner authorised by the Statutes:
- (i) By affixing the Seal to any instrument and by a Director or other person duly authorised for that purpose by resolution of the Directors signing the instrument and by a second Director or the Secretary or any other person duly authorised for that purpose by resolution of the Directors countersigning such instrument; or
- (ii) By a Director or the Secretary or any other person authorised by resolution of the Directors signing an instrument and another person being a Director, the Secretary or any other person authorised by resolution of the Directors countersigning an instrument which is expressed (in whatever form) to be executed by the Company; or
- (iii) In the case of an instrument or class of instruments specified by the Directors by affixing the Seal to any such instrument and by a Director, the Secretary or any other person authorised for that purpose by resolution of the Directors signing the instrument and without any countersignature."
- (K.) Exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act, 1908, which powers are hereby give to the Company :
- (L.) Enter into any agreement with His Majesty's Government in regard to such matters as may be deemed expedient, including the supply of oil fuel to the Admiralty, upon such terms and subject to such provisions as may be determined upon.

4. PROCEEDINGS OF DIRECTORS.

82. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise fixed the quorum shall be two Directors. It shall not be necessary to give notice of a meeting of Directors to any Director who is out of the United Kingdom. No meeting of the Board or of any Committee of the Directors shall without the consent in writing of the *ex officio* Directors be held outside England.

83. The Chairman, or an *ex officio* Director, or any two ordinary Directors, may at any time summon a meeting of the Board.

84. Questions arising at any meeting shall, subject to the provisions of Article 85 hereof, be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

85. An *ex officio* Director shall have the right of negating any resolution which may be proposed at any meeting of the Board or of any Committee of the Directors, provided always that in the event of the aforesaid right being exercised, it shall be open to the other Directors, or a majority of them, to submit the proposed resolution to His Majesty's Government, who shall thereupon, after full consideration, determine in writing whether the same ought to be given effect to or not, and if His Majesty's Government shall determine that the proposed resolution ought to be given effect to, it shall be deemed to have been duly passed at the meeting at which it was proposed. For the purpose of this Article, His Majesty's Government shall mean the Treasury and the Admiralty acting jointly, and notice of any submission hereunder to His Majesty's Government shall be given both to the Treasury and the Admiralty.

86. The Board may elect a Chairman and Deputy-Chairman of their meetings, and determine the period for which they are to hold office, but if no such Chairman or Deputy-Chairman be elected, or if neither the Chairman nor the Deputy-Chairman (if any) be present at the time appointed for holding a meeting, and willing to act, the Directors present shall choose one of their number to be Chairman of such meeting.

87. The Board may delegate any of their powers, other than the powers to borrow and make calls, to Committees, consisting of such members of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated (but subject to the provisions of Article 85 hereof), conform to any regulations that may from time to time be imposed on it by the Board. The *ex officio* Directors shall always be members of any such Committee.

88. The meetings and proceedings of any such Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding clause.

89. All acts done by any meeting of the Board, or of a Committee of the Board, or by any person acting as Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

90. The Board shall cause minutes to be made, in books provided for the purpose, of all resolutions and proceedings of General Meetings and of meetings of the Board or Committees of the Board; and any such minutes, if signed by any person purporting to be the Chairman of the meeting to which they relate, or at which they are read, shall be received as *prima facie* evidence of the facts therein stated.

5. DISQUALIFICATION OF DIRECTORS.

91. The office of an ordinary Director shall be vacated—

- (A.) If, without the sanction of a General Meeting, he hold any office or place of profit under the Company other than that of Trustee for the holders of any debentures or debenture stock issued by the Company or any other office or place of profit herein authorised:
- (B.) If he become of unsound mind, bankrupt, or compound with his creditors:
- (C.) If he send in a written resignation to the Board:
- (D.) If he be absent from the Board Meetings continuously for six months without the consent of the Board.

92. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered

into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established. No Director shall, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid, and the nature of his interest must be disclosed by him at the meeting of the Board at which the contract or arrangement is determined on, if his interest then exist, or in any other case at the first meeting of the Board after the acquisition of his interest; but such prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors, or any of them, any security by way of indemnity or in respect of advances made by them, or any of them, or to any contract or dealing with a corporation of which the Directors of this Company, or any of them, may be Directors or Members, and it may at any time or times be suspended or relaxed to any extent by a General Meeting. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company, shall be a sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company: Provided always that an *ex officio* Director shall, notwithstanding anything herein contained, be entitled to vote as a Director in respect of any contract or arrangement in which His Majesty's Government may be interested, whether as vendors or purchasers or otherwise, or to or in which he may in any manner be a party or be interested on behalf of or as representing His Majesty's Government.

6. RETIREMENT AND REMOVAL OF DIRECTORS.

Retirement by rotation
deleted by
Special Resolution
9th May 1957.





98. The Company in General Meeting may, by an ordinary resolution, remove any ordinary Director before the expiration of his period of office, and may by an ordinary resolution, appoint another person in his stead.



7. INDEMNITY OF DIRECTORS, &c.

99. Every Director, officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business,

or in the discharge of his duties; and no Director or officer of the Company shall be liable for the acts, defaults or omissions of any other Director or officer, or by reason of his having joined in any receipt for money not received by him personally, or for any loss on account of defect of title to any property acquired by the Company, or on account of the insufficiency of any security in or upon which any moneys of the Company shall be invested, or for any loss incurred through any bank, broker or other agent, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty.

V.—ACCOUNTS AND DIVIDENDS.

1. ACCOUNTS.

100. The Board shall cause accounts to be kept of the assets and liabilities, receipts and expenditure of the Company.

101. The books of account shall be kept at the Registered Office of the Company, or at such other place or places in Great Britain as the Board think fit. Except by the authority of the Board, or of a General Meeting, no Member shall be entitled as such to inspect any books or papers of the Company other than the Registers of Members and of Mortgages, and the copies of instruments creating any mortgage or charge requiring registration under the Companies (Consolidation) Act, 1908.

102. At the Ordinary General Meeting in every year the Board shall submit to the Members a balance-sheet, signed as hereinafter directed, and made up to as recent a date as practicable, and audited as hereinafter provided, accompanied by a report from the Board on the transactions of the Company.

103. A printed copy of such balance-sheet and report shall, seven days previously to the meeting, be sent to the Members, and to the holders of debentures or debenture stock of the Company, in the manner in which notices are hereinafter directed to be served on Members. Two copies of each of such documents shall at the same time be sent to the Treasury and to the Admiralty.

104. The register of debentures and debenture stock may be closed during such period or periods (not exceeding in the whole thirty days in any year) as the Board shall think fit. The fee to be payable by any creditor or Member of the Company for each inspection of the register of mortgages to be kept under the Companies (Consolidation) Act, 1908, shall be the sum of one shilling.

2. AUDIT.

105. Once at least in every year after the year in which the Company is incorporated, the accounts of the Company shall be examined, and the correctness of the balance-sheet ascertained by an Auditor or Auditors.

106. The Company shall at each Ordinary General Meeting appoint an Auditor or Auditors to hold office until the next Ordinary General Meeting, and the following provisions shall have effect:—

- (1.) If an appointment of Auditors is not made at an Ordinary General Meeting, the Board of Trade may, on the application of any Member of the Company, appoint an Auditor of the Company for the current year, and fix the remuneration to be paid to him by the Company for his services:
- (2.) A Director or officer of the Company shall not be capable of being appointed Auditor of the Company:
- (3.) The first Auditors shall be appointed by the Directors before the Statutory Meeting, and if so appointed shall

hold office until the first Ordinary General Meeting unless previously removed by a resolution of the shareholders in General Meeting, in which case the shareholders at such meeting may appoint Auditors:

- (4.) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act:
- (5.) The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed before the Statutory Meeting or to fill any casual vacancy may be fixed by the Directors:
- (6.) Every Auditor shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors; and the Auditors shall make a report to the Members on the accounts examined by them and on every balance-sheet laid before the Company in General Meeting during their tenure of office; and in every such report shall state whether or not they have obtained all the information and explanations they have required, and whether in their opinion the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs according to the best of their information and the explanations given to them and as shown by the books of the Company:
- (7.) The balance-sheet shall be signed on behalf of the Board by two of the Directors of the Company, and the Auditors' report shall be attached to the balance-sheet, or

there shall be inserted at the foot of the balance-sheet a reference to the report, and the report shall be read before the Company in General Meeting and shall be open to the inspection of any shareholder, who shall be entitled to be furnished with a copy of the balance-sheet and Auditors' report at a charge of sixpence for every hundred words:

- (8.) A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an Annual General Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a shareholder to the Company not less than 14 days before the Annual General Meeting, and the Company shall send a copy of any such notice to the retiring Auditor, and shall give notice thereof to the shareholders either by advertisement or in any other mode prescribed by these Articles, not less than seven days before the Annual General Meeting: Provided that if after a notice of the intention to nominate an Auditor has been so given, an Annual General Meeting is called for a date 14 days or less after that notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes hereof, and the notices to be sent or given by the Company may, instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Annual General Meeting.

3. RESERVE FUND.

107. The Board may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, to meet depreciation or contingencies, or for special dividends or bonuses, or for equalising dividends, or for repairing or maintaining any property of the Company, or for such

other purposes as the Board may think conducive to the objects of the Company, or any of them, and the same may be applied accordingly from time to time in such manner as the Board shall determine; and the Board may, without placing the same to reserve, carry over any profits which they think it is not prudent to divide.

108. The Board may invest the sums so set aside for reserve upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting the reserve fund in the business of the Company, and without being bound to keep the same separate from the other assets.

4. DIVIDENDS.

109. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits, but no larger dividend shall be declared than is recommended by the Board.

110. Subject to any priorities that may be given upon the issue of any shares, or may for the time being be subsisting, the profits of the Company available for distribution shall be distributed as dividend among the Members in accordance with the amounts for the time being paid on the shares held by them respectively, other than amounts paid in advance of calls.

111. When in the opinion of the Board the position of the Company permits, interim dividends may be paid to the Members on account of the dividend for the then current year.

112. The Board may deduct from the dividends or interest payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise: Provided that

this Article is not to apply to any dividends or interest payable in respect of Government shares, which dividends or interest are to be satisfied in full.

113. All dividends and interest shall belong and be paid (subject to the Company's lien) to those Members who shall be on the register at the date at which such dividend shall be declared, or at the date on which such interest shall be payable respectively, notwithstanding any subsequent transfer or transmission of shares. Provided always that any dividend or interest payable in respect of any Government share shall belong to His Majesty's Government.

114. If several persons are registered as joint holders of any share, not being a Government share, any one of such persons may give effectual receipts for all dividends and interest payable in respect thereof.

115. No dividend shall bear interest as against the Company.

116. Until otherwise directed, any dividend, bonus, or interest payable in cash to the holders of registered shares, other than Government shares, shall be paid by cheque or warrant sent through the post directed to the holder at his registered address, or in the case of joint holders, directed to the holder whose name stands first in the register in respect of the shares. Every such cheque or warrant shall be made payable to the order of the registered holder, and in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, unless such joint holders otherwise direct, and shall be sent at his or their risk. Any dividend, bonus or interest payable in cash in respect of Government shares shall be paid in such manner as the Treasury shall from time to time direct.

117. Any General Meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or

debenture stock of the Company, or paid-up shares, debentures or debenture stock of any other company, or in any one or more of such ways, provided that no such distribution shall be made unless recommended by the Board. Where any difficulty arises in regard to the distribution, the Board may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments may be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Board.

VI.—NOTICES.

118. A notice may be served by the Company upon any Member either personally or by posting it in a prepaid letter addressed to such Member at his registered address. A duplicate of any notice served on the holder of Government shares shall also be forwarded to the Treasury and to the Admiralty.

119. Any Member residing out of the United Kingdom may name an address within the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices.

120. Any notice, if served by post, shall be deemed to have been served on the day on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

121. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of

Members, and a notice so given shall be sufficient notice to all the holders of such share.

122. Every executor, administrator, committee, or trustee in bankruptcy or liquidation shall be absolutely bound by every notice so given as aforesaid, if sent to the last registered address of such Member, notwithstanding that the Company may have notice of the death, lunacy, bankruptcy, or disability of such Member.

VII.—WINDING UP.

123. The Liquidator on any winding up of the Company (whether voluntary or under supervision or compulsory) may, with the authority of a special resolution, divide among the contributories in kind the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between Members or classes of Members.

124. In the case of a sale by the Liquidator under Section 192 of the Companies (Consolidation) Act, 1908, the Liquidator may by the contract of sale agree so as to bind all the Members for the allotment to the Members direct of the proceeds of sale in proportion to their respective interests in the Company, and may further by the contract limit a time at the expiration of which obligations or shares not accepted or required to be sold shall be deemed to have been irrevocably refused and be at the disposal of the Company.

125. The power of sale of a Liquidator shall include a power to sell, wholly or partially, for the debentures, debenture stock, or other obligations of another company, either then already constituted or about to be constituted for the purpose of carrying out the sale.

126. Upon any sale by the Company in pursuance of a contract entered into before liquidation under the powers given by the Memorandum of Association, no Member shall be entitled to require the Directors (or a Liquidator if and when appointed) either to abstain from carrying into effect the sale or the resolution (if any) authorising the same or to purchase his interest in this Company; provided that any interest not accepted by a Member or Members may be sold by the Directors or Liquidator if they or he shall think fit, and be paid over to such Member, if only one, or be distributed among such Members, if more than one, rateably, regard being had to the class of shares held by such non-accepting Members

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

F. HARPER RICHES,

18, Bromar Road,

Denmark Park, S.E.,

Clerk.

JAMES A. FULLER,

25, Brompton Road,

Harringay, N.,

Clerk.

Dated the 15th day of March, 1917.

Witness to the above Signatures—

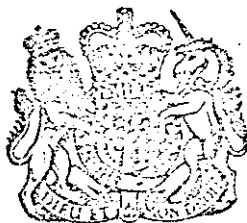
H. W. BROWN,

Clerk to Messrs. ASHURST, MORRIS, CRISP & Co.,

17, Throgmorton Avenue,

London, E.C.,

Solicitors.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 146560

I hereby certify that

BP REFINERY (LLANDARCY) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

BP OIL LLANDARCY REFINERY LIMITED

Given under my hand at London the 4th September 1975

(F. W. H. P. P.)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BP REFINERY (LLANDARCY) LIMITED

Passed 31st July, 1975

At the ANNUAL GENERAL MEETING of BP REFINERY (LLANDARCY) LIMITED held on 31st July, 1975 the following Resolution was passed as a SPECIAL RESOLUTION, namely:-

That the name of the Company be changed from
BP REFINERY (LLANDARCY) LIMITED to
BP OIL LLANDARCY REFINERY LIMITED.



Director

Britannic House,
Moor Lane,
London,
E.C.2.

No. 146560.

COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

NATIONAL OIL REFINERIES, LIMITED.

Passed 24th May, 1956.

At the ANNUAL GENERAL MEETING of NATIONAL OIL REFINERIES, LIMITED, held on 24th May, 1956, the following SPECIAL RESOLUTION was passed, namely :—

That the name of the Company be changed from National Oil Refineries, Limited to BP REFINERY (LLANDARCY) LIMITED.

T. MACDONALD,

Secretary.

Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

BP REFINERY (LLANDARCY) LIMITED

Passed 9th May, 1957.

At an EXTRAORDINARY GENERAL MEETING of BP REFINERY (LLANDARCY) LIMITED held on the 9th day of May, 1957, the following Resolution was passed as a SPECIAL RESOLUTION, namely:—

That the Company's Articles of Association be altered by deleting—

Article 73. The words “, and may also determine in what rotation such increased or reduced number is to go out of office”;

Articles 93, 94, 95, 96 and 97;

Article 98. The last sentence.

T. MACDONALD,

Secretary.

BRITANNIC HOUSE,

FINSBURY CIRCUS,

LONDON, E.C.2.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution
OF
NATIONAL OIL REFINERIES,
LIMITED.

Passed 12th November, 1953.

At the EXTRAORDINARY GENERAL MEETING of NATIONAL OIL REFINERIES, LIMITED held on the 12th day of November, 1953, the following SPECIAL RESOLUTION was passed, namely :—

“That the last word of Article 70 be amended by substituting “twelve” for “eleven”. ”

Secretary.

BRITANNIC HOUSE,
FINSBURY CIRCUS,
LONDON, E.C.2.