

THE COMPANIES ACTS 1908 TO 1917
AND
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum
AND
SUBSTITUTED
Articles of Association
OF

**General Accident
Life Assurance Limited**

*(Adopted with effect as from and including the 9th day of November,
1970 by a Special Resolution of the Company passed on
the 28th day of October, 1970)*

Incorporated on the 20th day of December, 1927.

ALLEN & OVERY,
9 CHEAPSIDE,
LONDON, E.C.2.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION AS A
LIMITED COMPANY**

No. 226742

I hereby certify that

**YORKSHIRE GENERAL LIFE ASSURANCE
COMPANY**

having by special resolution and with the approval of the Board of
Trade changed its name, and having this day been re-registered under
the Companies Acts 1948 to 1967 as limited is now incorporated
under the name of

**YORKSHIRE-GENERAL LIFE ASSURANCE
COMPANY LIMITED**

GIVEN under my hand at London the 9th November 1970

P. B. MARTIN

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 TO 1967
CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

I hereby certify that

WHEREAS

THE GENERAL LIFE ASSURANCE COMPANY
(CONSTITUTED BY DEED OF SETTLEMENT DATED 9TH MAY,
1838, AS ALTERED AND AMENDED BY VARIOUS RESOLUTIONS
OF THE COMPANY AND BY ACTS OF PARLIAMENT 3 VICT.
CAP. 20; 10 & 11 VICT. CAP. 1 AND 56 & 57 VICT. CAP. 83)

was incorporated as an unlimited company under the Companies
Acts, 1908 to 1917 on the 20th December 1927.

AND WHEREAS by special resolution of the Company and
with the approval of the Board of Trade it has changed its name.

NOW THEREFORE the Company is an unlimited Company
incorporated under the name of

YORKSHIRE GENERAL LIFE ASSURANCE
COMPANY

GIVEN under my hand at London the 1st January 1969.

F. L. KNIGHT,
Assistant Registrar of Companies

No. 226742

In the High Court of Justice

CHANCERY DIVISION.

Stamp £2.

MR. JUSTICE ROMER.

Tuesday the 24th day of July 1928.

IN THE MATTER of THE GENERAL LIFE ASSURANCE COMPANY
AND
IN THE MATTER of THE COMPANIES (CONSOLIDATION)
ACT 1908.

UPON THE PETITION of the above named The General Life Assurance Company on 18th May 1928 preferred unto this Court and UPON HEARING Counsel for the said Company and UPON READING the said Petition the Order dated 25th June 1928 and the London Gazette dated 6th July 1928 and the following newspapers namely the Times dated 5th July 1928 the Daily Telegraph dated 5th July 1928 the Daily Mail dated 6th July 1928 and the Post Magazine and Insurance Monitor dated 7th July 1928 all containing a notice of presentation of the said Petition and that the same was appointed to be heard this day.

THIS COURT DOTH pursuant to the Companies (Consolidation) Act 1908 CONFIRM the alteration in the form of the said Company's constitution proposed to be effected by the special resolution duly passed and confirmed at Extraordinary General Meetings of the said Company held on 25th April 1928 and 16th May 1928 respectively substituting the Memorandum and Articles of Association submitted to the said meetings for the Company's Deed of Settlement dated 9th May 1838 and for all regulations of the said Company subsequently made and then in force.

AND IT IS ORDERED that the Memorandum of Association contained in the Schedule hereto (being the above mentioned Memorandum of Association) and the Articles of Association approved by the said meetings be substituted for the said Company's Deed of Settlement and for all the regulations of the said Company subsequently made and now in force.

AND IT IS ORDERED that an Office Copy of this Order together with a printed copy of the said Memorandum of Association be within twenty-one days of the date of this Order delivered by the said Company to the Registrar of Companies.

(Chancery Registrars' Office
Entering Seat.)
(L.S.)

THE SCHEDULE
contains a copy of the Memorandum of Association.

THE COMPANIES ACTS 1908 TO 1917
AND
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
**General Accident
Life Assurance Limited**

(Altered by Special Resolutions of the Company passed on the 12th day of April, 1950 and the 28th day of October, 1970 and effective as from and including the 9th day of November, 1970)

1. The name of the Company is "GENERAL ACCIDENT LIFE ASSURANCE LIMITED".

Name changed by
Special Resolution
passed on
24th October, 1984.

2. The registered office of the Company is situated in England.

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

- (a) To carry on the business of life assurance in all its branches, and in particular to grant or effect assurances of all kinds for payment of money, by way of a single payment or by several payments or by way of immediate or deferred annuities or otherwise, upon the happening of all or any of the following events, namely, the death or marriage or birth or survivorship or failure of issue of, or the attainment of a given age by, any person or persons, or the expiration of any fixed or ascertainable period, or the occurrence of any contingency or event which would or might be taken to affect the interest, whether in possession, vested, contingent, expectant or otherwise, of any person or persons in any property, or the loss or recovery of contractual or testamentary capacity in any person or persons.



- (b) To grant annuities of all kinds, whether dependent on human life or otherwise, and whether perpetual or terminable, and whether immediate or deferred, and whether contingent or otherwise.
- (c) To contract with leaseholders, borrowers, lenders, annuitants and others for the establishment, accumulation, provision and payment of sinking funds, redemption funds, whether of capital or otherwise, depreciation funds, renewal funds, endowment funds, and any other special funds, and that either in consideration of a lump sum or of an annual premium or otherwise, and generally on such terms and conditions as may be arranged.
- (d) To purchase and deal in and lend on life, reversionary and other interests in property of all kinds, whether absolute or contingent or expectant, and whether determinable or not; and to acquire, lend money on, redeem, cancel or extinguish by purchase, surrender or otherwise any policy, security, grant or contract issued, made or taken over and entered into by the Company.
- (e) To grant assurances payable upon or after the happening of personal injuries caused by accident of any description, or upon the happening of sickness or bodily or mental incapacity.
- (f) To reassure or counter-assure all or any risks, and to undertake all kinds of reinsurance and counter-assurance connected with any of the business aforesaid.
- (g) To give to any class or section of those who are assured or have other dealings with the Company any rights over or in relation to any fund or funds held or established for the purposes of the business of the Company, or a right to participate in the profits of the Company or in the profits of any particular branch or part of its business or any other special privileges, advantages or benefits.
- (h) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (i) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company

carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

- (j) To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (k) To amalgamate with any other body corporate having objects wholly or in part similar to those of the Company, and to transfer, by sale or otherwise howsoever, all or any part of its business, property, rights, liabilities and transactions to any other such body corporate, and, with a view to any such amalgamation or transfer, to enter into any agreement or arrangement with any other such body corporate.
- (l) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-sub-subsidiary company or the relations, connections or dependants of any such persons. To establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company.
- (m) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land or buildings.
- (n) To construct, maintain and alter any buildings necessary or convenient for the purposes of the Company.
- (o) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (p) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, whether by the issue of debentures or debenture stock, perpetual or otherwise,

charged upon all or any of the Company's property (both present and future), including its uncalled capital or otherwise, and to purchase or redeem or pay off any such securities.

- (q) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (r) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect and for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (s) To procure the Company to be registered or recognised in any foreign country or place.
- (t) To sell, improve, manage, develop, exchange, lease, mortgage or otherwise deal with all or any part of the property and rights of the Company.
- (u) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (v) 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 Share Capital of the Company is £1,000,000 divided into 10,000 shares of £100 each.

Special Resolutions
OF
**YORKSHIRE GENERAL LIFE ASSURANCE
COMPANY**

Passed on 28th October, 1970

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Becket House, 36-37 Old Jewry, London, E.C.2, on Wednesday, the 28th day of October, 1970, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:—

SPECIAL RESOLUTIONS

1. THAT (A) pursuant to Section 44 of the Companies Act 1967 the liability of the members of the Company be limited by shares, that the Share Capital of the Company shall continue to be £1,000,000 divided into 10,000 shares of £100 each and that accordingly the Memorandum and Articles of Association of the Company be altered in the following manner:—

(i) by deleting from the Memorandum and Articles of Association the reference to "UNLIMITED COMPANY" and substituting therefor the reference to "COMPANY LIMITED BY SHARES";

(ii) by deleting Clause 1 of the Memorandum of Association and substituting therefor the following Clause:—

"1. The name of the Company is 'YORKSHIRE GENERAL LIFE ASSURANCE COMPANY LIMITED'."

(iii) by adding to the Memorandum of Association the following new Clauses:—

"4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000,000 divided into 10,000 shares of £100 each."

(iv) by deleting from Article 1 of the Articles of Association the words "The regulations in Form D in the Third Schedule to the Companies (Consolidation) Act 1908 and in Table "E" in the First Schedule to the Companies Act 1948" and substituting therefor the words "The regulations in Table "A" in the First Schedule to the Companies Act 1948"

and (B) conditionally upon the re-registration of the Company under the Companies Act 1948 as limited and with the approval of the Board of Trade the name of the Company be concurrently changed to "Yorkshire-General Life Assurance Company Limited"

and (C) conditionally upon the re-registration of the Company under the Companies Act 1948 as limited and the coming into effect of its concurrent change of name to "Yorkshire-General Life Assurance Company Limited", the regulations, powers and provisions contained or incorporated in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof, which embody the relevant alterations and change of name referred to in (A) of this Resolution, be and the same are hereby approved and adopted with effect as from and including the date of such re-registration and change of name as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association thereof.

2. THAT the sum of £150,000, being part of the amount at present standing to the credit of the Revenue Reserve of the Company (being the Profit and Loss Account), be capitalised and that such sum be appropriated as capital to and amongst the holders of the 10,000 shares of £100 each of the Company in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the said shares and that the said sum be applied by the Directors on behalf of such shareholders in paying up £15 of the uncalled capital on each of the said 10,000 shares of £100 each which are paid up to the extent of £5 per share, so that such shares shall thereby become paid up to the extent of £20 per share.

A. CADE,

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SUBSTITUTED

Articles of Association

OF

**General Accident
Life Assurance Limited**

(Adopted by a Special Resolution of the Company passed on the 28th day of October, 1970 and effective as from and including the 9th day of November, 1970)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part I of Table A") shall apply to the above-named General Accident Life Assurance Limited (in these Articles called "the Company").

2. Regulations 22, 28, 53, 54, 55, 70, 71, 75, 76, 87, 89, 101, 113 and 136 of Part I of Table A shall not apply to the Company.

Name changed by
Special Resolution
passed on
24th October, 1984.

SHARE CAPITAL

3. The Share Capital of the Company at the date of the adoption of these Articles is £1,000,000 divided into 10,000 shares of £100 each.

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

5. Regulation 9 of Part I of Table A shall be read and construed as if the words "on payment of a fee of 2s. 6d. or such less sum and" were deleted.

CALLS ON SHARES

6. Regulation 18 of Part I of Table A shall be read and construed as if the words "not exceeding 10 per cent. per annum" were substituted for the words "not exceeding 5 per cent. per annum".

TRANSFER OF SHARES

7. The instrument of transfer of a share shall be signed by the transferor, and in the case of a partly-paid share the instrument of transfer must also be signed by the transferee. Shares of different classes shall not be comprised in the same instrument of transfer. No transfer shall be registered if it purports to convey any fractional part of a share.

8. Regulation 25 of Part I of Table A shall be read and construed as if paragraph (a) were deleted.

PROCEEDINGS AT GENERAL MEETINGS

9. To constitute a quorum there shall be personally present at least three members, each holding one or more shares. Save as otherwise expressly provided, no business shall be transacted at any General Meeting, except the election of a Chairman, unless a quorum of members be present at the time when the meeting is prepared to proceed to business.

10. If, within half-an-hour from the time appointed for the meeting, a quorum of members be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the members present shall determine, and at such postponed meeting the business shall be transacted whatever the number of members present.

11. The Chairman, or failing him a Deputy-Chairman (if any) of the Board of Directors shall preside at all General Meetings of the Company, but if there is no such Chairman or Deputy-Chairman, or if no Chairman or Deputy-Chairman be present at the time fixed for holding the meeting or willing to act, the Directors present shall elect one of their number to act as Chairman of the meeting.

12. Subject to the provisions of the Act, a resolution signed by all the members for the time being entitled to and to attend and vote at General Meetings (or by

their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

VOTES OF MEMBERS

13. An instrument appointing a proxy shall be in a form approved by the Directors and as near as may be the form approved from time to time by the Council of The Stock Exchange, London.

DIRECTORS

14. The Directors shall not, unless otherwise determined by an Ordinary Resolution of the Company, be less than seven nor more than fifteen in number.

15. The Directors shall be paid out of the funds of the Company such remuneration for their services in such proportions and manner as the Board of Directors may by Resolution determine. The Directors may also be paid their travel, hotel and other expenses, reasonably incurred in travelling to and from meetings of the Directors or Committee Meetings or General Meetings.

16. The Directors may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may, without prejudice to the provisions of Article 18 hereof, be made payable by a lump sum or by way of salary, or by a percentage of or other participation in profits or otherwise, or by any or all or partly by one and partly by another or others of those modes.

17. Subject to Article 14 hereof, the holder or holders for the time being of a majority of the shares of the Company for the time being in issue may from time to time appoint any person or persons as a Director or Directors of the Company and may remove any or all of the Directors for the time being. Any such appointment or removal shall be made in writing under the hand or hands of the holder or holders for the time being of the majority of the shares of the Company for the time being in issue, a corporation holding any such shares acting by resolution of its directors (or similar governing body) evidenced by the signature of its chairman or of its secretary or by

the signatures of two of its directors (or similar officers), and shall take effect on and from the date on which notice in writing thereof is lodged at the registered office for the time being of the Company.

POWERS AND DUTIES OF DIRECTORS

18. (1) The Directors shall have power to procure the establishment and maintenance of and to participate in or contribute to any contributory or non-contributory pension or superannuation fund, scheme or arrangement or life insurance scheme or arrangement for the benefit of, and to pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or of the predecessors in business of the Company or of any such subsidiary company, and the wives, widows, families, relations, connections or dependants of any such persons.

(2) The Directors shall also have power to procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid, or its members, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(3) The Directors shall have power to procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

DISQUALIFICATION OF DIRECTORS

20. The provisions of Section 185 (1)-(6) of the Act shall not apply to the Company, but no person shall be capable of being elected or appointed a Director after he shall have attained the age of eighty years, and any Director who shall whilst holding office as such attain

that age shall vacate office at the conclusion of the Annual General Meeting commencing next after he attains such age.

21. In addition to the circumstances set out in Regulation 88 of Part I of Table A the office of a Directors shall be vacated :—

- (a) if the Director is removed in accordance with Article 17 hereof; or
- (b) if he is requested in writing by all the other Directors to resign; or
- (c) if without the express sanction of the Directors he takes office as a director, or employment as an officer or servant, of any other similar company, but no Director shall become disqualified or vacate his office by reason of his holding shares in any other insurance company, or by reason of his acting as a medical referee or solicitor, or of his being retained or employed to perform any special services or to do any professional or other work for the Company, or by reason of his contracting with the Company, either personally or through any firm or joint-stock or other company of which he may be a member.

ROTATION OF DIRECTORS

22. At the Annual General Meeting in every year any Directors bound to retire under Regulation 95 of Part I of Table A and one-third of the other Directors (excluding a Managing Director or Managing Directors) for the time being, or, if their number is not a multiple of three, then the number nearest to one-third but not exceeding one-third, shall retire from office. A retiring Director shall retain office until the close of the meeting at which he retires.

PROCEEDINGS OF DIRECTORS

23. Regulation 98 of Part I of Table A shall be read and construed as if the following were substituted for the fourth sentence thereof :—

“Two or more directors may at any time summon a meeting of directors by leaving a written notice to that effect with the managing director, general manager or secretary.”

24. Regulation 99 of Part I of Table A shall be read and construed as if the word “three” were substituted for the word “two”.

25. The Directors may from time to time appoint a Chairman and (if they think fit) a Deputy-Chairman or Deputy Chairmen and determine the period for which they respectively are to hold office. The Chairman or failing him a Deputy-Chairman (if any) shall preside at all meetings of the Directors, but if no such Chairman or Deputy-Chairman be appointed, or if no Chairman or Deputy-Chairman be present at the time fixed for holding the meeting, the Directors present shall elect one of their number to act as Chairman of such meeting, and the Director so chosen shall preside at such meeting accordingly.

26. Regulation 103 of Part I of Table A shall be read and construed as if the word "at" were substituted for the words "within five minutes after".

27. Regulation 106 of Part I of Table A shall be read and construed as if the following sentence were added thereto:—

"Any such resolution may consist of several documents in the like form each signed by one or more directors."

LOCAL MANAGEMENT

28. The Directors may, from time to time, provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit, and the provisions contained in the next following Article shall be without prejudice to the general powers conferred by this Article.

29. The Directors may, from time to time, and at any time, establish any Local Board or agency for furthering any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such Local Board, or Managers, or Agents, and may fix their remuneration. And the Directors may from time to time, and at any time, delegate to any persons so appointed, any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, forfeit shares, borrow money or issue debentures), and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

THE SEAL

30. All deeds, instruments or other documents, including a certificate of shares or debentures of the Company, to which the Seal shall be affixed shall be signed by one Director and countersigned by a second Director or the Secretary or such other officer as the Directors by resolution may from time to time appoint, and it is hereby provided that the signature of a Director shall be sufficient authority to the Secretary or other officer of the Company duly authorised to countersign and seal such deed, instrument or other document.

ORDINARY LONG-TERM INSURANCE BUSINESS PROFITS

31. (1) The Directors shall at such intervals (not being less than once in every three years) as they may determine cause an Actuary to investigate the financial condition of the life assurance and annuity business of the Company and of any other ordinary long-term insurance business (as defined in Section 59 (6) of the Companies Act 1967 or any statutory amendment or re-enactment thereof) for the time being carried on by the Company. The profit (if any) of each of the said businesses shall be ascertained by such methods as the Directors on the advice of the Actuary shall think fit and shall be declared by them either by anticipation or otherwise and they shall determine the amount of such profit (if any) which may be distributed. All such profits so declared distributable shall, subject as otherwise provided in the following provisions of this Article or by the Directors, be appropriated to the members of the Company.

(2) Of the profit of the life assurance and annuity business so declared distributable, such proportion as shall be determined by the Directors (not being less than 90 per cent.) shall be appropriated to the life policies and annuity contracts of or binding upon the Company which carry rights of participating in profits in accordance with the terms of such policies and contracts in such manner as the Directors shall from time to time determine, and the balance of such profit shall be appropriated to the members of the Company. Provided that in determining the aforesaid proportion the Directors may, in respect of any portion of the said distributable profit arising in or referable to any local overseas fund created pursuant to the laws of the territory concerned, appropriate less than 90 per cent. of such portion of distributable profit but so that in aggregate the proportion of the distributable profit appropriated shall not be less than 90 per cent.

(3) In determining the mode of appropriating profits to life policies and annuity contracts the Directors may differentiate between such policies and contracts or any class or classes thereof in such manner as shall be requisite to give effect to the terms of any

agreement made by the Company pursuant to Section 11 of the Insurance Companies Act 1958 or any statutory amendment or re-enactment thereof, or as an Actuary may advise by reason of any special circumstances affecting such policies and contracts or any of them or any investments attributable thereto.

(4) If between the dates of such actuarial investigations any such policy or annuity becomes payable, or for any other reason the Directors think fit, they may in their discretion appropriate to any such policy or annuity such a sum by way of interim participation in profits as they consider just, and all sums so appropriated shall be brought into account at the next such investigation under the foregoing provisions.

BANKING ACCOUNTS AND DEPOSIT ACCOUNTS

32. (1) Cheques drawn by the Company and signed, or deposit receipts endorsed;—

(a) by any one Director and countersigned by a second Director the General Manager or the Secretary, or

(b) by such persons as the Directors may from time to time appoint

shall be sufficient authority to Bankers for payment of the same.

(2) Withdrawals from deposit accounts of whatever nature shall be validly authorised if signed:—

(a) by any one Director and countersigned by a second Director, the General Manager or the Secretary, or

(b) by such persons as the Directors may from time to time appoint.

(3) Regulation 85 of Part I of Table A shall be deemed to be modified to take account of the foregoing provisions of this Article.

NOTICES

33. A Director not required to hold any share qualification (other than a Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

WINDING UP

34. If the Company shall be wound up, the surplus assets remaining after payment of all creditors shall be divided among the members in proportion to the capital which at the commencement of the winding up is paid up, or ought to have been paid up, on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid-up capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. But this Article is to be subject to the rights of any shares which may be issued on special terms or conditions.

INDEMNITY

35. Every officer for the time being of the Company, including the Directors, Managers, Secretary, Solicitors and Auditors and their respective heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company, from and against all actions, costs, charges, losses, damages and expenses, which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in, or omitted by them or any of them, or by any agent, servant, or employee of the Company in or about the execution of their duty, or supposed duty, in their respective offices, or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect, default, breach of duty or breach of trust respectively, and none of such officers shall be answerable for the acts, receipts, neglects, defaults, or breaches of duty or trust of the other or others of them, or of any agent, servant, or employee of the Company, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any loss, misfortune, or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, unless the same shall happen by or through the wilful neglect or default of such officers or any of them. Every such officer shall likewise be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

FIRST SCHEDULE

TO

THE COMPANIES ACT, 1948. (As amended by the Companies Act, 1967)

NOTE. The amendments made by the Companies Act, 1967, are indicated by marginal notes.

TABLE A.

Part I.

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES, NOT BEING A PRIVATE COMPANY.

INTERPRETATION.

1. In these regulations:—

“the Act” means the Companies Act, 1948.

“the seal” means the common seal of the company.

“secretary” means any person appointed to perform the duties of the secretary of the company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS.

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other

special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

3. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

5. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

6. The company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.

7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial

interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 2s. 6d. for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the share to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

9. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 2s. 6d. or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.

10. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 54 (1) of the Act.

LIEN.

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES.

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the

sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent. per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) 5 per cent. per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES.

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

As amended by
section 130 (4) (c)
of and Part III
of Schedule F
to the Companies
Act, 1967.

23. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

24. The directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the company has a lien.

25. The directors may also decline to recognise any instrument of transfer unless:—

- (a) a fee of 2s. 6d. or such lesser sum as the directors may from time to time require is paid to the company in respect thereof;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of share.

26. If the directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

27. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

28. The company shall be entitled to charge a fee not exceeding 2s. 6d. on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES.

29. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

30. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors

shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

32. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

33. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited, by a resolution of the directors to that effect.

36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

38. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

39. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK.

40. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

41. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might

previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

42. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

43. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder."

ALTERATION OF CAPITAL.

44. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

45. The company may by ordinary resolution—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 61 (1) (d) of the Act;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

46. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner, and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS.

47. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

48. All general meetings other than annual general meetings shall be called extraordinary general meetings.

49. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS.

50. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner herein-after mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

51. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

52. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

53. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

54. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

55. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

56. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

57. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business

shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

58. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

59. Except as provided in regulation 61, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

61. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

63. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

67. On a poll votes may be given either personally or by proxy.

68. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

69. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the

instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

70. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

“ Limited

I/We _____ ,
 of _____ ,
 in the county of _____ , being a member/members of the
 above-named company, hereby appoint
 of _____ ,
 or failing him,
 of _____ ,
 as my/our proxy to vote for me/us on my/our behalf at the
 [annual or extraordinary, as the case may be] general
 meeting of the company to be held on the _____ day
 of _____ 19 _____ , and at any adjournment thereof.

Signed this _____ day of _____ 19 _____ .”

71. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

“ Limited

I/We _____ ,
 of _____ ,
 in the county of _____ , being a member/members
 of the above-named company, hereby appoint
 of _____ ,
 or failing him
 of _____ ,
 as my/our proxy to vote for me/us on my/our behalf at
 the [annual or extraordinary, as the case may be] general
 meeting of the company, to be held on the _____ day
 of _____ 19 _____ , and at any adjournment thereof.

Signed this _____ day of _____ 19 _____ .

This form is to be used *_____ in favour of
 against _____ the resolution. Unless
 otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.”

72. The instrument appointing a proxy shall be deemed to confer authority to demand or join in conducting a poll.

73. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

74. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS.

75. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

76. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

77. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

78. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder

or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise direct.

BORROWING POWERS.

79. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party:

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time, without the previous sanction of the company in general meeting, exceed the nominal amount of the share capital of the company for the time being issued, but nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

POWERS AND DUTIES OF DIRECTORS.

80. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these regulations, required to be exercised by the company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

81. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers authorities and discretions (not exceeding those vested in or

exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

82. The company may exercise the powers conferred by section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

83. The company may exercise the powers conferred upon the company by sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

84. (1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 199 of the Act.

(2) A director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

- (a) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or
- (b) to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract by a director to subscribe for or underwrite shares or debentures of the company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting.

(3) A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction

with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or 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 is in any way interested, be liable to 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.

(4) A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

86. The directors shall cause minutes to be made in books provided for the purpose—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

87. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the company or to his

widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS.

88. The office of director shall be vacated if the director—

- (a) ceases to be a director by virtue of section 182 or 185 of the Act; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period.

ROTATION OF DIRECTORS.

89. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

90. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

91. A retiring director shall be eligible for re-election.

92. The company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

93. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the

office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

94. The company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

95. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

96. The company may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

97. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under regulation 95 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS.

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition

of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

100. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

101. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

102. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

103. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

104. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

105. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a 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.

106. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

MANAGING DIRECTOR.

107. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall be automatically determined if he cease from any cause to be a director.

108. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.

109. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

110. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

111. No person shall be appointed or hold office as secretary who is—

- (a) the sole director of the company; or
- (b) a corporation the sole director of which is the sole director of the company; or
- (c) the sole director of a corporation which is the sole director of the company.

112. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL.

113. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

DIVIDENDS AND RESERVE.

114. The company in general meeting may declare dividends, but no dividends shall exceed the amount recommended by the directors.

115. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

116. No dividend shall be paid otherwise than out of profits.

117. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

118. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

119. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

120. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall 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 as may seem expedient to the directors.

121. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

122. No dividend shall bear interest against the company.

ACCOUNTS.

123. The directors shall cause proper books of account to be kept with respect to:—

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what

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Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the company, or, subject to section 147 (3) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

125. The directors shall from time to time determine whether and to what extent and at what times and places and under what

conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

126. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

127. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS.

128. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

129. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT.

As amended by
Section 14 (8) (c) of
the Companies Act,
1967.

130. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act, 1967.

NOTICES.

131. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

132. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

133. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if

any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

134. Notice of every general meeting shall be given in any manner hereinbefore authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP.

135. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY.

136. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court.

Part II.

REGULATIONS FOR THE MANAGEMENT OF A PRIVATE
COMPANY LIMITED BY SHARES.

1. The regulations contained in Part I of Table A (with the exception of regulations 24 and 53) shall apply.
2. The company is a private company and accordingly—
 - (a) the right to transfer shares is restricted in manner hereinafter prescribed;
 - (b) the number of 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 fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member;
 - (c) any invitation to the public to subscribe for shares or debentures of the company is prohibited;
 - (d) the company shall not have power to issue share warrants to bearer.
3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

Regulation 6 was
repealed by section
130 (4) (c) of and
Part III of Schedule 8
to the Companies
Act, 1967.

NOTE.—Regulations 3 and 4 of this Part are alternative to regulations 24 and 53 respectively of Part I.

No. 226742

THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

**Yorkshire-General
Life Assurance Company Limited**

PASSED 24th OCTOBER, 1984

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 24th day of October, 1984, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

THAT the name of the Company be changed to
General Accident Life Assurance Limited.

G.R. SIMPSON
Chairman



**CERTIFICATE STATING
COMPANY IS A PRIVATE COMPANY**

No. 226742

I hereby certify that

YORKSHIRE-GENERAL LIFE ASSURANCE COMPANY LIMITED

with effect from 6TH JANUARY 1982 a private company
within the meaning of the Companies Act 1980.

dated at Cardiff the 6TH JANUARY 1982

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1980

Special Resolution

OF

**YORKSHIRE-GENERAL LIFE
SURANCE COMPANY LIMITED**

Passed on 13th November, 1981

At an EXTRAORDINARY GENERAL MEETING of the Members of the named Company duly convened and held at 2 Rougier Street, York on Friday, 13th November, 1981 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

That the Company will not be re-registered as a public company under Section 8 of the Companies Act 1980.

A. CADE,

Secretary

THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
Yorkshire-General
Life Assurance Company Limited

PASSED 21st FEBRUARY 1973

AT an EXTRAORDINARY GENERAL MEETING of the Company duly convened
and on the 21st day of February, 1973, the following Resolution was
passed as a SPECIAL RESOLUTION:

RESOLUTION

THAT the provisions of the Memorandum of Association of the
Company with respect to its objects be and they are hereby
amended by deleting from sub-clause (k) of clause 3 of the
said Memorandum the words "company having objects altogether
or in part similar to those of this Company", and by sub-
stituting therefor the following words:-

"body corporate having objects wholly or in part
similar to those of the Company, and to transfer,
by sale or otherwise howsoever, all or any part
of its business, property, rights, liabilities
and transactions to any other such body corporate,
and, with a view to any such amalgamation or
transfer, to enter into any agreement or
arrangement with any other such body corporate".

I. HERVEY STUART BLACK

Chairman