

No. 272030.

THE COMPANIES ACTS, 1929 AND 1948.

COMPANY LIMITED BY SHARES.

~~SALADA FOODS (U.K.) LIMITED.~~

KELCONE LIMITED.

NEW

Articles of Association

*(as adopted by Special Resolution passed on the
25th day of January, 1965).*

Incorporated the 11th day of January, 1933.



FRESHFIELDS,

1, Bank Buildings,

Princes Street,

London, E.C.2.

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NEW

Articles of Association

KEWONE OF LIMITED.

~~SALADA FOODS (U.K.) LIMITED.~~

*(as adopted by Special Resolution passed on the
25th day of January, 1965).*

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company.

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.	MEANINGS.
The Statutes ...	The Companies Act, 1948, and every statutory modification or re-enactment thereof for the time being in force.
The Act ...	The Companies Act, 1948.
These Articles ...	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
The Office ...	The Registered Office for the time being of the Company.

WORDS.	MEANINGS.
The Seal ...	The Common Seal of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
The Directors ...	The Directors for the time being of the Company.
The Board ...	The Directors or any of them acting as a Board of the Company.
Paid up ...	Includes credited as paid up.
Dividend ...	Includes bonus.
Year ...	Year from the 1st January to the December inclusive.
Month ...	Calendar month.
In writing ...	Written, or visibly produced by any statute for writing, or partly one and another.

And the expressions "debenture" and "debenture holder" shall include "debenture stock" and "debenture stockholder" and the expression "Secretary" shall include a temporary assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Words denoting the singular number only shall include plural number also and *vice versa*.

Words denoting the masculine gender only shall include the feminine gender.

Words denoting persons only shall include corporations.

Save as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRIVATE COMPANY.

3. The Company is a Private Company and accordingly
 - (a) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing;
 - (b) The number of Members of the Company shall be limited to fifty, not including persons who are in the employment of the Company and persons who have been formerly in the employment of the Company.

Company, were while in that employment, and have continued after the determination of that employment to be, Members of the Company; provided that, where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this paragraph, be treated as a single Member.

- (c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

4. The Board may at any time require any person whose name is entered in the Register of Members of the Company to furnish the Board with any information, supported (if the Board so requires) by a statutory declaration, which the Board may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Sub-section (4) of Section 129 of the Act.

BUSINESS.

5. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken at such time or times as the Board thinks fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the Board deems it expedient not to commence or proceed with the same.

6. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, and the Company shall not, except as authorised by Section 54 of the Act, give any financial assistance for the purpose of or in connection with any purchase or subscription of shares in the Company or, if and when it is a subsidiary company, in its holding company, nor, except as authorised by Section 190 of the Act, make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding company, if any.

CAPITAL.

7. The share capital of the Company at the date of the adoption of these Articles is £5,000, divided into 5,000 Ordinary Shares of £1 each.

MODIFICATION OF RIGHTS.

8. Whenever 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 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. In every such Separate General Meeting the provisions of the regulations relating to General Meetings shall *mutatis mutandis* 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.

SHARES.

9. Subject to the provisions of Article 45 hereof as to unissued shares in the capital of the Company from time to time may be allotted or otherwise disposed of to such persons for such consideration and upon such terms and conditions as the Board may determine. Without prejudice to any special rights previously conferred on the holders of existing issued shares the Board may attach to any shares any preferential, deferred, qualified or special rights, privileges or conditions, and may give to any person an option on any shares either at par or at premium or (subject to the provisions of the Statutes) at discount and for such time and on such terms and conditions as the Board may think fit.

10. The Company (or the Board on behalf of the Company) may exercise the powers of paying commissions conferred by Section 53 of the Act. Provided that the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by the said section. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

11. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company (or the Board on behalf of the Company) may, subject to the conditions and restrictions prescribed by Section 65 of the Act

pay interest on so much of such share capital as is for the time being paid up, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

12. 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 recognise 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 Articles otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

13. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate in respect of each class of shares held by him, or, upon payment of such sum, not exceeding One Shilling for every certificate after the first as the Board shall from time to time determine, to several certificates, each for one or more of his shares, except that shares of different classes may not, without the consent of the Board, be included in the same certificate. Every certificate shall be issued under the Seal, as hereinafter provided, and shall specify the shares to which it relates, and the amount paid up thereon. In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate for each class of shares so held, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

14. If a share certificate be worn out, defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding One Shilling and on such terms (if any) as to evidence and indemnity, as the Board thinks fit. In the case of loss or destruction the person availing himself of the provisions of this Article shall also pay to the Company all expenses incident to the investigation of evidence of loss or destruction and the preparation of the requisite form of indemnity as aforesaid.

CALLS ON SHARES.

15. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the amount of the shares or by way of premium) and each Member shall (subject to receiving at least one month's 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 the time fixed for its payment postponed by the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be made payable 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 10 per cent. per annum, as the Board determines, but the Board 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 upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium shall for all the purposes of these Articles 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 at the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of call to be paid, and in the times of payment.

21. The Board may, if it thinks 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 presently payable) pay interest at such rate (if any) as may be agreed upon between the Board and the Member paying such sum in advance.

LIEN.

22. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not,

called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares standing registered in the name of a single Member for all the debts and liabilities of such Member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

23. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some 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 the sum presently payable, and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

24. For giving effect to any such sale the Board 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.

25. The proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

FORFEITURE OF SHARES.

26. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of such 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 accrued interest and any cost charges and expenses incurred by the Company by reason of such non-payment.

27. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where 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 and at the place appointed, the shares on which the call was made will be liable to be forfeited.

28. If the requirements of any such notice are not complied with, any share in respect of which such notice has been given may, at any time thereafter before payment of all call interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture.

29. A forfeited share may be sold re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board shall think fit, and at any time before sale, re-allotment or disposal the forfeiture may be cancelled on such terms as the Board think fit.

30. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were present payable by him to the Company in respect of the shares, with interest thereon at the rate of 10 per cent. per annum from the date of forfeiture until payment, but the Board shall be at liberty to waive payment of such interest wholly or in part.

31. A statutory declaration in writing that the declarant is a Director of the Company, and that a share 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, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof shall constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

32. All transfers of shares shall be effected by transfer in writing in the usual common form.

33. The instrument of transfer of a share shall be signed:—

- (a) in the case of a fully paid share by the transferor;
- (b) in the case of a partly paid share both by the transferor and by the transferee.

The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

34. The Board may, in its 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.

35. The Board may also refuse to recognise any instrument of transfer, unless:—

- (a) Such fee, not exceeding Two Shillings and Sixpence as the Board may from time to time require is paid to the Company in respect thereof; and
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

36. If the Board refuses to register a transfer, it shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

37. The Register of Members may be closed at such times and for such period as the Board may from time to time determine, provided that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

38. In case of the death of a Member the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his share, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

39. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to

time be properly required by the Board, and subject as herein-after provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

40. 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 his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

41. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be entitled to receive notices of, or, save as hereinafter provided to attend or vote at meetings of the Company or, to any of the rights or privileges of a Member until he shall have become a Member in respect of the share. Provided always that the Board 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 60 days the Board 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.

42. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares such fee, not exceeding 2s. 6d., as the Board may from time to time require or prescribe.

CONSOLIDATION, SUB-DIVISION AND CANCELLATION OF SHARES.

43. The Company in General Meeting may by 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 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, and diminish the amount of its capital by the amount of the shares so cancelled.

INCREASE AND REDUCTION OF CAPITAL.

44. The Company in General Meeting may from time to time by resolution increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe.

45. Subject to any direction to the contrary that may be given by the meeting that passes the resolution for increase of capital all new shares shall be offered to the Members in proportion as nearly as the circumstances admit to the existing shares held by them. Such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined: and after the expiration of that time or on receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares offered the Board may dispose of the same in the same manner as if they had formed part of the capital of the Company at the date of the adoption of these Articles of Association. The Board may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to the shares held by persons entitled to an offer of new shares) cannot in the opinion of the Board be conveniently offered under this Article.

46. The Company may by Special Resolution subject to the consents and incidents required by the Statutes, reduce its share capital, its capital redemption reserve fund and any share premium account in any way and in particular without prejudice to the generality of such powers may extinguish or reduce the liability on any of its shares in respect of share capital not paid up either with or without extinguishing or reducing liability on any of its shares, cancel capital which has been lost or is unrepresented by available assets, or either with or without extinguishing or reducing liability on any of its shares pay off any paid up share capital which is in excess of the wants of the Company.

REDEEMABLE PREFERENCE SHARES.

47. The Company may by Special Resolution create and sanction the issue of Preference Shares which are or at the option of the Company are to be liable to be redeemed subject to and in accordance with the provisions of Section 58 of the Act. The Special Resolution sanctioning any such issue shall also specify by way of an additional Article the terms on which and the manner in which any such Preference Shares shall be redeemed.

GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting, at such time within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting and place as may be determined by the Board. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

49. The Board may call an Extraordinary General Meeting whenever it thinks fit, and, on the requisition of Members in accordance with Section 132 of the Act, it shall forthwith convene an Extraordinary General Meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum any Director or any Member 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 Board.

NOTICE OF GENERAL MEETINGS.

50. Fourteen clear days' notice at the least (i.e., exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given), or (in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution) twenty-one clear days' notice at the least shall be given in manner hereinafter mentioned to such Members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company Auditors.

51. A meeting shall, notwithstanding that it is called with shorter notice than that specified in the preceding Article, 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 having the right to attend and vote thereat; and

- (b) In the case of any other meeting, by a majority in number of the Members having that right together holding not less than 95 per cent. in nominal value of the shares giving that right.

52. Every notice of meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of such business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or Extraordinary Resolution shall also specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy and that a proxy need not be a Member.

53. The accidental omission to give notice of any meeting to, or the non-receipt of any notice of meeting by, any Member shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS.

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of sanctioning or declaring dividends, the consideration of the accounts and balance sheet, the reports of the Directors and Auditors and any other documents annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the re-appointment of retiring Auditors, the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors.

55. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two Members present in person or by proxy and holding or representing not less than one-tenth of the share capital of the Company for the time being issued shall be a quorum for all purposes.

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

within fifteen minutes from the time appointed for holding the meeting, the meeting shall be adjourned *sine die*.

57. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within ten minutes after the time appointed for holding the meeting or be unwilling to act as Chairman, the Member present shall choose some Director, or if no Director be present or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman.

58. 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 except business which might lawfully have been transacted 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 in like manner as in the case of the 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.

59. 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 two Members present in person or by proxy and entitled to vote; 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 is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, 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.

60. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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 and place as the Chairman directs.

62. 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.

63. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

64. A resolution in writing signed by all the Members entitled to attend and vote at a General Meeting of the Company shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held but this shall not apply to a resolution in respect of any matter which by the Act is directed to be dealt with by the Company in General Meeting.

VOTES OF MEMBERS.

65. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held every Member present in person and entitled to vote shall have one vote on a show of hands and at a poll every Member who is present in person or by proxy and entitled to vote shall have one vote for every share of which he is the holder.

66. In the case of joint holders of a share 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.

67. 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 General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corpora-

tion which he represents as that corporation could exercise if it were an individual Member of the Company.

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

69. 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.

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

71. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.

72. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy of such power or authority shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default of such deposit the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

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 instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given; provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

74. Any person becoming entitled in consequence of the death or bankruptcy of a Member or otherwise than by trans-

to a share conferring a right to vote may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such share, provided that forty-eight hours at least before the time fixed for holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right (subject to the regulations herein contained) to transfer such share, or the Board shall have previously admitted his right to vote at such meeting or adjourned meeting in respect thereof.

NUMBER AND APPOINTMENT OF DIRECTORS.

75. Unless and until otherwise determined by the Company in General Meeting, the Directors shall not be less than two nor more than ten in number.

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76. The Company in General Meeting may from time to time increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

77. The Board shall have power at any time, and from time to time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-appointment but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

78. The continuing Directors, or a sole continuing Director may act notwithstanding any vacancies in the Board, but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose.

79. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of a Director at any General Meeting, unless not less than seven nor more than thirty clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and

75A. On or after 1st October 1970 (being the date on which the Special Resolution adopting this Article shall have been passed) the Directors of the Company shall be Mr Clifford Vivian Grindle, Mr James Allan Adams and Mr James Bottwell and each of them shall remain in office until such time as he shall vacate office pursuant to Article 99 or be otherwise removed from office as Director of the Company.

also notice in writing signed by the person to be proposed of his willingness to be elected.

80. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures of the Company and of its subsidiary companies or holding company, if any, required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and shall produce the same at every Annual General Meeting as required by that section.

QUALIFICATION AND REMUNERATION OF DIRECTORS.

81. It shall not be necessary for a Director to hold any share qualification. A Director who is not a Member of the Company or not the holder of a share of any class entitling the holder to vote at the meeting shall, nevertheless, be entitled to receive notice of and attend at every General Meeting of the Company but not to vote thereat except, if he acts as Chairman of the meeting, by giving a casting vote in a case of an equality of votes.

82. The Directors shall be paid out of the funds of the Company by way of remuneration for their services such sums as the Company in General Meeting may from time to time determine and such remuneration shall be divided among them in such proportion and manner as the Directors may determine and in default of such determination within a reasonable period equally. A Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending meetings of the Board, or of committees of the Board, or General Meetings, or which they may otherwise incur in or about the business of the Company.

83. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

POWERS OF DIRECTORS.

84. The business of the Company shall be managed by the Board, and the Board may exercise all such powers of the Company as are not by the Statutes or by these Articles required to

be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

85. The Board may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of and give or procure the giving of pensions, allowances, gratuities or bonuses to any persons who are or were at any time in the employment, or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary company, or of any business acquired by the Company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons. Any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus and may vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or may become interested therein.

86. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board (other than the powers to borrow and make calls) with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

87. The Board may by power of attorney under the Seal appoint any company, firm or person, or any fluctuating body of

persons, whether nominated directly or indirectly by the Board, 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 Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

88. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable 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 Board shall from time to time by resolution determine.

BORROWING.

89. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities.

PROCEEDINGS OF THE BOARD.

90. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined 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 Board.

91. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number shall be two.

92. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office, but, if no such Chairman be elected, or if at any meeting the Chairman be 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.

93. A resolution in writing, signed by all the Directors for the time being in the United Kingdom, provided they constitute a quorum, shall be as effective as a resolution passed at a meeting of the Board duly convened and held.

94. A meeting of the Board, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Board or by the Directors generally.

95. The Board may delegate any of its powers (other than the powers to borrow and make calls) to committees consisting of such member or members of its body as it thinks 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 Board.

96. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any regulations made by the Board under the last preceding Article.

97. All acts done by any meeting of the Board, or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding 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, or had vacated office, be as valid as if every such person had been duly appointed, and was qualified and had continued to be, a Director.

MINUTES.

98. The Board shall cause minutes to be made in books provided for the purpose:—

- (a) Of all appointments of officers made by the Board.
- (b) Of the names of the Directors present at each meeting of the Board and of any committee of the Board.
- (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

Any such minutes, if purporting to be signed by the Chairman of the meeting to which they relate or at the meeting at which they are read, shall be received as *prima facie* evidence of the facts therein stated.

DISQUALIFICATION OF DIRECTORS.

99. The office of a Director shall be vacated in any of the following events, namely:—

- (a) If (not being a Managing Director holding office as such for a fixed term) he resign his office by writing under his hand left at the Office.
- (b) If he become bankrupt or compound with his creditors.
- (c) If he become of unsound mind.
- (d) If he be absent from meetings of the Board for six months without leave, expressed by a resolution of the Board and his alternate (if any) shall not during such period have attended in his stead, and the Board resolves that his office be vacated.
- (e) If he be requested in writing by all his co-Directors to resign.
- (f) If he be prohibited from being a Director by any order made under any provision of the Statutes.

100. There shall not be any age limit for Directors, and Section 185, Sub-sections (1) to (6) of the Act shall not apply to the Company.

101. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any other office or employment under the Company, 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, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the contract or

arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. Subject to his so disclosing his interest a Director may vote in respect of any contract made by him with the Company or in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

102. A general notice given to the Board by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made provided that no such notice shall be of effect unless either it is given at a meeting of the Board or the Director giving it takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.

ROTATION OF DIRECTORS.

~~103. At the Annual General Meeting in every year, one-third of the Directors for the time being (other than any Directors exempt from retirement by rotation under any other provisions of these Articles), or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.~~

104. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

105. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting, with a view to reducing the number of Directors, it is expressly resolved not to fill up such vacated office, or unless a resolution for the re-election of such Director shall have been put to the ~~meeting and lost.~~

~~103~~ 106. The Company may by Extraordinary Resolution or, pursuant and subject to the provisions of Section 184 of the Act,

by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. ~~The person so appointed 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.~~

MANAGING AND EXECUTIVE DIRECTORS.

~~104~~107. The Board may from time to time appoint one or more of its body to the office of Managing Director, or to any other office (except that of Auditor) or employment under the Company, for such period and on such terms as it thinks fit, and may also continue any person appointed to be a Director in any other office or employment held by him before he was so appointed. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

~~105~~108. A Director appointed to the office of Managing Director shall (subject to the provisions of any contract between himself and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall *ipso facto* cease to be a Managing Director.

~~106~~109. An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue of his holding whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Board.

~~107~~110. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Board, and may be of any description, and (without limiting the generality of the foregoing) may include admission to, or continuance of, membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

~~108~~111. The Board may entrust to and confer upon a Managing Director or Executive Director any of the powers

exercisable by it as the Board upon such terms and conditions and with such restrictions as it thinks fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS.

~~109~~ ~~112~~. Any Director may at any time appoint any person approved by the Board (such approval not to be unreasonably withheld) to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents.

~~110~~ ~~113~~. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting, at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

~~111~~ ~~114~~. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

~~112~~ ~~115~~. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

SECRETARY.

~~113~~ ~~116~~. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

~~114~~ ~~117~~. 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.

~~115 118.~~ A provision of the Act or these Articles requiring 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 the place of, the Secretary.

THE SEAL.

~~116 119.~~ The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board and in the presence of at least one Director and the Secretary or other person appointed by the Board for that purpose and the Director and the Secretary or such other persons as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

~~117 120.~~ All forms of certificate for shares, stock, debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal in manner above provided and shall bear the autographic signatures of at least one Director and the Secretary.

~~118 121.~~ 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 Board.

ACCOUNTS.

~~119 122.~~ The Board shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:—

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

~~120 123.~~ The books of account shall be kept at the Office (subject to the provisions of Section 147 (3) of the Act) at such other place as the Board thinks fit, and shall at all times be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Statutes or authorised by the Board or by the Company in General Meeting.

~~121~~ ~~124~~. The Board 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.

~~122~~ ~~125~~. 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 and of the Directors' and Auditors' reports shall at least twenty-one days previously to the meeting be delivered or sent by post to every Member and debenture holder of the Company of whose address the Company is aware or in the case of joint holders of any share or debenture to one of the joint holders.

AUDIT.

~~123~~ ~~126~~. Auditors of the Company shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

~~124~~ ~~127~~. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be read before the Company in General Meeting and shall be open to inspection by any Member, and any Member shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report in accordance with Section 158 (2) of the Act.

DIVIDENDS AND RESERVES.

~~125~~ ~~128~~. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

~~126~~ ~~129~~. No dividend shall be payable except out of the profits of the Company available for dividend or in excess of the amount recommended by the Board. The declaration of the Board as to the amount of the profits of the Company available for dividend at any time shall be conclusive.

~~127~~ ~~130~~. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this article as paid on the share.

All dividends shall be apportioned and paid *pro rata* according to the amounts 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.

~~123~~ 131. Any General Meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution, the Board may settle it as it thinks 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 payment shall be made to a Member upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend as may seem expedient to the Board.

~~129~~ 132. The Board may pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

~~130~~ 133. The Board may set aside out of the profits of the Company and carry to reserve or reserves such sums as it thinks proper, which shall, at the discretion of the Board, be applicable for meeting contingencies, or for repairing or maintaining assets of the Company, or for equalizing dividends, or for any other purpose to which the profits of the Company may properly be 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 Board may from time to time think fit.

~~131~~ 134. The Board shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which any shares of the Company shall be issued. Subject to the provisions of the said section, the provisions of these Articles relating to sums carried in lieu of standing to reserves shall be applicable to sums carried in lieu of standing to share premium account.

~~132~~ 135. The Board 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.

~~133~~ ~~136~~. All dividends and interest shall belong and be paid (subject to the Company's lien) to those Members who shall be on the Register of Members at the date at which such dividend shall be declared or at the date on which such interest shall be payable respectively or at such other date as the Company in General Meeting or the Board may determine, notwithstanding any subsequent transfer or transmission of shares.

~~134~~ ~~137~~. The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such person desired to be registered as a Member in respect of such shares.

~~135~~ ~~138~~. No dividends shall bear interest as against the Company.

~~136~~ ~~139~~. Any dividend may be paid by cheque sent through the post to the registered address of the Member or person entitled thereto, and in case of joint holders to any one of such joint holders. Every such cheque shall be made payable to the order of the person to whom it is sent and shall be sent at his risk.

~~137~~ ~~140~~. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

CAPITALISATION OF PROFITS.

~~138~~ ~~141~~. The Company in General Meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to any reserve or reserves or to share premium or other special account), and accordingly that the Board be authorised and directed to appropriate the profits resolved to be capitalised to the Members holding Ordinary Shares in proportion to the amounts paid up on the issued Ordinary Shares held by them respectively, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or obligations of the Company of a nominal amount equal to such profits, such shares, debentures or obligations to be allotted and distributed, credited as fully paid up, to and amongst such Members in proportion aforesaid, or

partly in one way and partly in the other. Provided that the only purpose to which such sums standing to capital redemption reserve or share premium account shall be applied pursuant to this article shall be the payment up in full of unissued shares to be allotted and distributed as aforesaid.

~~139~~ ~~142~~. Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or obligations, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares, debentures or obligations becoming distributable in fractions, and also to authorise any person to enter, on behalf of all the Members holding Ordinary Shares into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or obligations 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.

NOTICES.

~~140~~ ~~143~~. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

~~141~~ ~~144~~. Any notice or other document, if served by post, shall be deemed to have been served on the day following that in which the letter containing the same is posted, and in providing such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

~~142~~ ~~145~~. Any notice or document delivered or sent by post or left at the registered address of, any Member in pursuance

these Articles shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the Register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

~~143~~ ~~146~~. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register of Members, shall be duly given to the person from whom he derives his title to such share.

WINDING UP.

~~144~~ ~~147~~. If the Company shall be wound up, the Liquidator may, with sanction of an Extraordinary Resolution of the contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and 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.

~~145~~ ~~148~~. The power of sale of a Liquidator shall include a power to sell wholly or partially for shares or stock or for the debentures, debenture stock, or other obligations of another company, either then already constituted, or about to be constituted, for the purpose of carrying out the sale.

INDEMNITY.

~~146~~ ~~149~~. The Directors, Managers, Auditors, Secretary and other officers of the Company shall be indemnified out of its assets against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which judgment is given in their favour, or in which they are acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court.