

Number of
Company }

326877

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

17 APR 35

Dominbank Nominees
LIMITED.

Presented by

Murray Hutchins & Co

11, Birchen Lane, E.C.3

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J. George Isaac Oswald Briggs
of *11, Beichen Lane in the City of London*

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation,"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am ^(a) *a Solicitor of*
the Supreme Court engaged in the
formation

of *Dominbank Nominees*

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at *5 Fenchurch Street*
in the City of London

the *13th* day of *April* 193*7*

J. I. O. Briggs

Before me,

[Signature]

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding and should not be written across.

Number of }
Company }

226877

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

Dominbank Nominees

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

17 APR 1937

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Murray Hutchings & Co
11 Brixton Lane, E.C.3

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
66 St. Vincent Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

THE NOMINAL CAPITAL

OF

Dominante Nominees, Limited,
is £ *100* — , divided into *100* —
Shares of £ *1* — each.

*Signature

J. M. M. M. M.

Officer

Director

Dated the

twelfth

day of

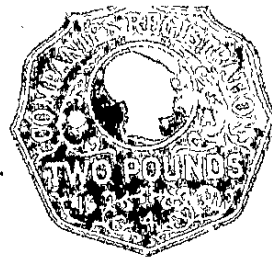
April

193*7*

* This Statement should be signed by an Officer of the Company.



326877



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

DOMINBANK NOMINEES LIMITED.

- 17 APR 1930
1. The name of the Company is "DOMINBANK NOMINEES LIMITED."
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:—

(1) To act as nominee, agent, attorney, trustee, bailee or depository of or for any person or persons, company, corporation, state, colony, province, dominion, sovereign or authority supreme, municipal, local or otherwise.

(2) To acquire and hold, whether solely or jointly with others, and whether as nominee, agent, attorney, trustee, bailee or depository of or for any person or persons, company, corporation, state, colony, province, dominion, sovereign or authority, supreme, municipal or local or otherwise, and generally to sell, transfer, exchange or otherwise dispose of, manage, develop, deal with, and turn to account real and personal property of all kinds, whatsoever and wheresoever and any interest therein.

(3) To cause the Company to be registered or recognised in any place outside England.

(4) To pay all or any part of the expenses of and incident to the formation and establishment of the Company.

(5) To do all or any of the above things in the United Kingdom, or in any other part of the world, and either as principals, agents, attornies, contractors, trustees, or otherwise,

and either alone, or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and either gratuitously or for reward.

(6) To distribute any of the property of the Company among the Members in specie, but so that no distribution involving a reduction of capital shall be made without the sanctions required by law.

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

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall be in nowise limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS. | Number of Shares taken by each Subscriber. |
|---|--|
| <i>Frederic Stupp</i> 3, King William Street, London, E.C. 4 (Pank Manager.) | One |
| <i>Ernest Williams</i> 3, King William Street London, E.C. 4 (Pank Official) | One |
| <i>Ernest Slade</i> 3, King William Street, London, E.C. 4 (Pank Official) | One |

Dated the 12th. day of April 1937.

Witness to the above Signatures:—

Witness: *Samuel Vernon Michael*

Address: 3, King William Street, London, E.C. 4.

Description: Bank Official



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

DOMINBANK NOMINEES LIMITED.

TABLE "A" EXCLUDED.

17 APR 1933

1. The regulations in Table "A" in the First Schedule to the Companies Act, 1929, shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

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

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

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

(iii) Words denoting persons only shall include corporations.

(iv) "Month" shall mean a calendar month.

(v) "Dividend" shall include bonus.

(vi) "The Directors" shall mean the Directors for the time being of the Company and "the Board" shall mean the Directors or any of them acting as the Board of the Company.

(vii) "Paid up" shall include "credited as paid up."

(viii) "The Act" shall mean the Companies Act, 1929, or any statutory re-enactment or modification thereof for the time being in force; and reference to any section or provision of the Act shall include a reference to any statutory re-enactment or

modification of such section or provision for the time being in force.

3. The Company is a Private Company within the meaning of the Companies Act, 1929, and accordingly :—

(1) No invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company.

(2) The number of the Members of the Company, exclusive of persons 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 shall be limited to fifty : Provided that for the purposes of this provision where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single Member.

(3) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter appearing.

(4) The Company shall not have power to issue share warrants to bearer.

SHARES.

4. The initial capital of the Company is £100, divided into 100 shares of £1 each.

5. The shares in the initial capital of the Company may be allotted or otherwise disposed of to such persons for such consideration and upon such terms and conditions as the Board may determine, and without prejudice to any special rights previously conferred on the holders of existing issued shares, the Board may attach to any such shares any preferential, deferred, qualified or special rights, privileges or conditions, and they may make arrangements on the issue of any shares for a difference between the holders of such shares in the amounts of calls to be paid and the times of payment of such calls, and the Board may give to any person the call of any shares either at par or at a premium or subject to the provisions of the Act at a discount and for such time and on such terms and conditions as the Board may think fit.

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

CERTIFICATES OF SHARES.

7. Every Member shall be entitled without payment to one certificate under the Common Seal of the Company in respect of each class of shares held by him and specifying the shares held by him and the amount paid up thereon, but in the case of shares registered in the names of joint holders only one certificate thereof shall be issued in respect of each class of shares, and delivery of that certificate to the holder whose name stands first on the Register of Members shall be sufficient delivery to all such joint holders.

8. If a share certificate is 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 Directors think fit.

TRANSFER AND TRANSMISSION OF SHARES.

9. The instrument of transfer of any share in the Company shall be in writing in the usual common form, and shall be executed by the transferor and the transferee and the transferor shall remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

10. The Board may, without assigning any reason, decline to register any transfer of shares.

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

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

13. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member, or otherwise than by transfer, may, subject to the regulations herein contained, be registered as a Member upon production of the share certificate and such evidence of title as may properly be required by the Board, or may, subject to the said regulations, instead of being registered himself transfer such share upon production of the share certificate and such evidence as aforesaid.

14. There shall be paid to the Company in respect of the registration of any Transfer, Probate, Letters of Administration, Certificate of Marriage or Death, Power of Attorney, or other document relating to or affecting the title to any share and in respect of any registration under the last preceding Article, such fee not exceeding 2s. 6d. as the Board shall deem fit.

15. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall upon production of such certificate and evidence as would be required if he desired to be registered as a Member in respect of such share be entitled to the same dividend 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 save as hereinafter provided.

INCREASE AND REDUCTION OF CAPITAL.

16. The Company in General Meeting may from time to time increase the share capital of the Company by the creation of new shares.

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

GENERAL MEETINGS.

18. General Meetings shall be held once at least in every calendar year at such time (within a period of not more than fifteen months after

the last preceding General Meeting) and place as may be prescribed by the Board. The General Meetings mentioned in this Article shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

19. The Board may, whenever it thinks 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 114 of the Act.

20. Seven days' notice at the least of any General Meeting (exclusive both of the day on which the notice is served or deemed to be served and of the day fixed for holding the meeting) specifying the day, hour and place of the meeting shall be given to the Members in manner hereinafter mentioned or in such other manner as may from time to time be prescribed by the Company in General Meeting, but the accidental omission to give any such notice to any Member or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting. Provided that not less than twenty-one days' such notice shall be given as aforesaid of any General Meeting at which a resolution is to be proposed as a Special Resolution, unless in any particular case all the Members entitled to attend and vote at any such General Meeting agree in writing that less notice may be given.

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

(ii) The notice convening an Extraordinary General Meeting shall state the general nature of the business intended to be transacted thereat. When an Extraordinary or Special Resolution is to be proposed at any General Meeting the notice shall specify the intention to propose the Resolution as an Extraordinary or Special Resolution, as the case may be.

22. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened, 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.

PROCEEDINGS AT GENERAL MEETINGS.

23. Two Members personally present shall be a quorum at a General Meeting.

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

25. At any adjourned meeting the Members present in person or by proxy (although not a quorum), and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place if a quorum had been present at such meeting.

26. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company, but if at any time there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding any General Meeting, or is unwilling to act as Chairman, the Directors present shall choose one of their number to act, and if there be no Director chosen who shall be willing to act, or if no other Director present is willing to act, the Members present shall choose one of their number (not being a Director) to act as Chairman of that meeting.

27. The Chairman may, with the consent of the meeting, adjourn any General 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.

28. Every question submitted to a General Meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or in writing by any two Members present in person or by proxy and entitled to vote, and in 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 the poll is demanded shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

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

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

31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded, and a demand of a poll may be withdrawn.

VOTES AT GENERAL MEETINGS.

32. 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 shall have one vote on a show of hands, and at a poll every Member, present in person or by proxy, shall have one vote for every share held by him.

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

34. If any Member be of unsound mind, he may vote by his committee, curator bonis, or other legal curator, and any such committee, curator bonis, or other legal curator may on a poll vote by proxy.

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

36. No Member shall be entitled to be present or to vote either personally or by proxy at any General Meeting or upon any poll unless all calls or other money due and payable in respect of any share of which he is the holder have been paid.

37. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or if such appointor be a corporation under its Common Seal, or the hand or seal of its attorney, in the form commonly used or in such other form as the Board may from time to time approve, but the execution of such instrument need not be attested.

38. No person shall be appointed a proxy who is not a Member of the Company or otherwise entitled to vote unless he is appointed as representative of a corporation in accordance with the provisions of the Act.

39. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office copy or a notarially certified copy thereof, shall be deposited at the registered office of the Company not less than forty-eight hours before the time fixed for holding the meeting or adjourned meeting, as the case may be, or taking the poll at which the person named in such instrument proposes to vote, and failing such deposit an instrument appointing a proxy shall be treated as invalid.

40. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the shares in respect of which it is given unless an intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the time fixed for the meeting.

41. Any person becoming entitled in consequence of the death or bankruptcy of a Member or otherwise than by transfer 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 48 hours at least before the time of 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 shares, or the Board shall have previously admitted his right to vote at such meeting or adjourned meeting in respect thereof.

DIRECTORS.

42. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than five. The first Directors of the Company shall be Percival Huffman, Ernest William Booth and Ernest Slade.

43. The Board shall have power at any time, and from time to time, to appoint any person as a Director either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above. Any Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for

re-election, but shall not be taken into account in determining the Directors to retire by rotation at such meeting under the provisions in that behalf hereinafter contained.

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

45. No person shall be elected a Director at any General Meeting (unless recommended for election by the Board) unless at least four and not more than seven clear days' notice shall have been left at the registered office of the Company of the intention to propose him, together with a notice in writing signed by himself of his willingness to be elected: Provided that this Article shall not apply to the re-election of a retiring Director.

REMUNERATION OF DIRECTORS.

46. 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 the year equally.

47. In addition to the remuneration mentioned in the last preceding Article, the Directors shall be entitled to be repaid such reasonable travelling, hotel and other expenses as they may incur in going to, attending and returning from 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.

48. Any Director who performs special services beyond the ordinary duties of a Director, or who goes and 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, which shall be charged as part of the Company's ordinary working expenses.

POWERS AND DUTIES OF DIRECTORS.

49. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or 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 Act and to such regulations (being not inconsistent with any such regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

50. The Board shall cause minutes to be made in books provided for the purpose of all appointments of officers made by the Board, of the name of the Directors, present at each meeting of the Board, and of any Committee of the Board, and of all resolutions and proceedings of General Meetings, and of meetings of the Board or Committees of the Board, and any such minutes, if purporting to be signed by the Chairman of the meeting to which they relate, or by the Chairman of the next succeeding meeting, shall be received as *prima facie*, or, in any case in which it is so provided in these Articles, conclusive evidence of the facts therein stated.

51. The Board may close the Register of Members during such period or periods as it may prescribe, not exceeding in the whole 30 days in each year.

PROCEEDINGS OF DIRECTORS.

52. The Board may meet for the despatch of business, adjourn, and otherwise regulate its meetings and proceedings as it thinks fit, and may determine the quorum necessary for the transaction of business. Until otherwise fixed the quorum shall be two Directors.

53. Any Director may at any time, and the Secretary shall upon the request of any Director, summon a meeting of the Board.

54. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the Articles of the Company for the time being vested in or exercisable by the Board or by the Directors generally.

55. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

56. The Board may elect a Chairman of their meetings and determine the period for which he is to hold office. The Chairman shall be entitled to preside at meetings of the Board, but if at any time there shall be no Chairman, or if he is not present within five minutes after

the time appointed for the holding of a meeting of the Board, such of the Directors as are present shall choose some one of their number to be Chairman of such meeting.

57. The Board may delegate any of its powers, other than the powers to borrow and make calls, to committees, whether consisting of a Member or Members of its body or not, as it thinks fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.

58. The meetings and proceedings of any such Committee as aforesaid consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

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

60. A resolution in writing signed by all the Directors entitled to notice of meetings of the Board or of any Committee as aforesaid shall be as valid as if passed at a General Meeting of the Board or of such Committee as the case may be, duly convened and constituted.

THE SEAL.

61. The Directors shall provide for the safe custody of the Seal of the Company, and the Seal shall not be affixed to any instrument except in the presence of two Directors of the Company, or of one Director and the Secretary and such Directors or Director and Secretary as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

62. All certificates for shares, or stock, shall be issued under the Common Seal of the Company, and shall bear the autographic signature of the Directors or Director and Secretary as aforesaid in whose presence the Seal is so affixed.

DISQUALIFICATION OF DIRECTORS.

63. The office of a Director shall be vacated :—

(i) If he become of unsound mind or bankrupt or suspend payment or compound with his creditors; or

(ii) If he send in a written resignation to the Board; or

(iii) If he absent himself from the Board Meetings continuously for three months without the consent of the Board and the Board resolves that his office be vacated; or

(iv) If he becomes prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.

64. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, or from being interested in any contract or arrangement entered into, by or on behalf of the Company, nor shall any such contract or arrangement entered into, by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by him from any such contract made by him with the Company or from any such contract or arrangement in which he shall be so interested by reason only of such Director holding that office or the fiduciary relation thereby established, but it is declared that as regards any such contract or arrangement the nature of his interest must be declared by him at the meeting of the Board at which such contract or arrangement is first taken into consideration, if his interest then exists, or if the Director is not at that date interested in the proposed contract or arrangement then at the next meeting of the Board held after he becomes so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Board held after he becomes so interested. Subject to his disclosure of his interest as aforesaid a Director shall be entitled to 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 he may be reckoned for the purpose of constituting a quorum of Directors. A general notice to the Board that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transactions with such firm or company, shall be sufficient declaration under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

65. A Director may hold any other office or place of profit in the Company, except that of Auditor, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Board. A Director who at the request of the Board becomes a director of any company in which the Company is interested shall be entitled to retain for his own benefit any remuneration received by him as a director of such other company and shall not be disqualified by his interest as a director of such other company from voting at Board Meetings on any contracts or questions between such other company and the Company.

RETIREMENT AND REMOVAL OF DIRECTORS.

66. At the Ordinary General Meeting in every year one-third of the Directors, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A temporary Director shall not for the purposes of this Article be reckoned among the total number of Directors or among the number of Directors retiring at the meeting. A retiring Director shall retain office until the adjournment or dissolution of the meeting at which his successor is elected.

67. The Directors to retire in each 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.

68. A retiring Director shall be eligible for re-election.

69. The Company at the General Meeting at which any Directors shall retire may fill up the vacated office by appointing a like number of persons.

70. If at any meeting at which Directors ought to be elected, the places of any retiring Directors are not filled up, then, subject to any resolution reducing the number of Directors, the retiring Directors or such of them as have not had their places filled up and may be willing to act, shall be deemed to have been re-elected.

71. The Company in General Meeting may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, 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, but this provision shall not prevent him from being eligible for re-election.

ALTERNATE DIRECTORS.

72. If any Director shall be unable to attend any meeting or meetings of the Board he may, by writing under his hand, appoint any person to be his substitute; and every such substitute shall, during such inability of the Director appointing him, be entitled to attend and vote at meetings of the Board, and shall except as to remuneration have and exercise all the powers, rights, duties and authorities of the Director appointing him in addition to any that may be vested in him as a Director. Provided that no such appointment of any person not being a Director shall be operative unless or until the approval of the Board by a majority of Directors shall have been given and entered in the Directors' minute book. A Director may at any time revoke the appointment of a substitute appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his substitute shall thereupon cease and determine. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation. 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.

RESERVE FUND.

73. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to reserve to meet depreciation or losses or liabilities of or claims upon the Company or contingencies or for special dividends or bonuses or for equalising dividends or for repairing or maintaining or improving any property of the Company or for such other purposes as the Board may think conducive to the furtherance of the objects of the Company or any of them, and the said sums may be applied accordingly from time to time in such manner as the Board shall determine, and the Board may, without placing the same to reserve, carry over such profits as the Board may deem expedient in the interests of the Company.

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

DIVIDENDS.

75. Subject to the provisions hereinbefore contained as to a reserve, and subject and without prejudice to the special rights as to dividends conferred by or pursuant to these Articles on the various classes of shares for the time being comprised in the capital of the Company, the profits of the Company shall be divisible among the Members in proportion to the capital paid up on the shares held by them respectively. Any amount paid up on a share in advance of calls or other money payable shall not entitle the holder to any dividend in respect thereof.

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

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

78. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

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

80. All dividends and interest shall belong and be paid (subject to any lien of the Company) to those Members who shall be on the register at the date at which such dividend shall be declared or at the date on which such interest shall be payable respectively, notwithstanding any subsequent transfer of shares.

81. 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.

82. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for all dividends, interest, or other moneys, payable in respect thereof.

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

84. Until otherwise directed, any dividend or interest payable in cash to a registered holder of shares shall be paid by cheque or warrant sent through the post directed to the holder at his registered address, or in the case of joint holders directed to the holder whose name stands first on the register in respect of the shares at his registered address. Every such cheque or warrant shall be made payable to the order of the registered holder, and in the case of joint holders to the order of the holder whose name stands first on the register in respect of such share, unless such joint holders otherwise direct, and shall be sent at his or their risk.

NOTICES.

85. A notice may be served by the Company upon any Member either personally or by posting it in a prepaid letter addressed to such Member at his registered address.

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

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

88. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and a notice so given shall be sufficient notice to all the holders of such share.

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

90. 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.

91. The Liquidator on any winding-up of the Company (whether voluntarily, or under supervision, or compulsory) may, with the authority of an Extraordinary Resolution of the Company, divide among the contributories in kind the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind, or consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between Members or classes of Members, and may with the like authority vest any part of the assets of the Company in trustees upon such trusts for the benefit of the Members or any of them as the Liquidator shall with the like authority think fit.

92. The power of sale of a Liquidator shall include a power to sell wholly or partially for the shares (whether fully or partly paid), or for 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.

93. Every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act done by him as such officer or servant or in any other way in the proper discharge of his duties.

94. Every Director, Manager or officer of the Company, or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Officer or Auditor, 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 372 of the Act, in which relief is granted to him by the Court if such proceedings or application relate to the Company's affairs.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Perceval Humphreys
 3, King William Street,
 London, E. C. 4.
 (Bank Manager)

Ernest William Smith
 3, King William Street,
 London, E. C. 4.
 (Bank Official)

Ernest Stade
 3, King William Street,
 London, E. C. 4.
 (Bank Official)

Dated the 12th. day of April 1937.

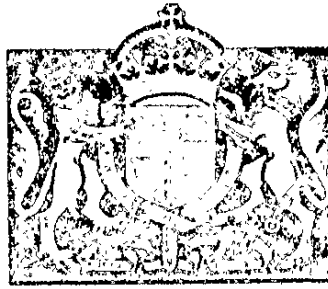
Witness to the above Signatures :—

Witness :— *Donald Vernon Richard*

Address :— 3, King William Street, London, E. C. 4

Description :— Bank Official.

No. 326877



Certificate of Incorporation

I Hereby Certify,

That

DOMINBANK NOMINEES LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this seventeenth day of April One Thousand Nine Hundred and thirty-seven.

W A [Signature]

Registrar of Companies.

Certificate
received by

W H Bennett for [Signature]
W H Bennett & Co.

Date 19 April 1937