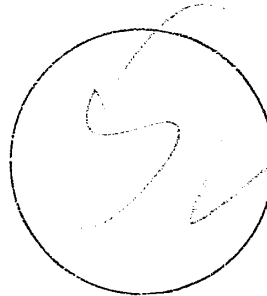


No. of } 386654
Company } ✓

[C.A. 1.]
21-11-29

THE COMPANIES ACT, 1929.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

Declaration of Compliance with the Requirements of the
Companies Act, 1929, on Application for Registration
of a Company.

RECEIVED
22/11/29

Pursuant to Section 15 (2).

Name
of
Company

Wittington Investments ----

Limited

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

London Wall, London, E.C.2, Birchin Lane, London, E.C.3,

Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

Printed by

I, ROY PINSENT

of 6 Bennetts Hill in the City of Birmingham

(2) "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 Asso-
"ciation 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 Wittington Investments -----

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 6 Bennett's Hill in the
City of Birmingham

the 18th. day of March

one thousand nine hundred and forty one

Before me,

Ernest [Signature]

A Commissioner for Oaths.

Roy Pinsent

f Company 366654

[C.A. 36]
1934



WITTINGTON INVESTMENTS

LIMITED.

REGISTERED

22 MAR 1934

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp
1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for
£100 or fraction of £100—Section 41, Finance Act, 1933.)

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

PUBLISHED AND SOLD BY

ATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

London Wall, London, E.C.2, Birchin Lane, London, E.C.3,
Hamment Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

1 by



The NOMINAL CAPITAL of Wittington Investments --

By going through this e-mail, you agree to receive communications from us regarding our products and services. You may opt-out at any time by clicking the link below or by contacting us at 800-967-7676. We will never give your information to anyone else without your permission.

is £100, 0. 0. divided into 100 shares of £1. 0. 0. each

Signature _____

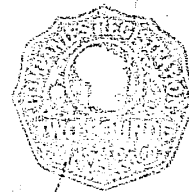
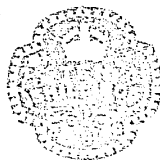
6 Bennett's Hill,
Birmingham,

Solicitors to the Company.

State whether Director, or Manager, or Secretary.

Date 18th. day of March 19 41.

366054/3



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

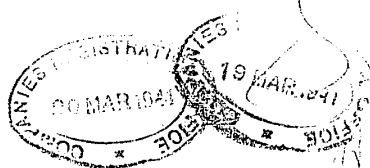
— OF —

WITTINGTON INVESTMENTS LIMITED.

REGISTERED

22 MAR 1934

1. The name of the Company is "WITTINGTON INVESTMENTS 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 invest the capital and other moneys of the Company in the purchase or to lend the same upon security of shares stocks debentures debenture stocks bonds mortgages obligations and securities of any kind issued or guaranteed by any company corporation or undertaking formed to carry on all or any of the businesses specified in sub-clause (3) hereof.
 - (2) (a) To undertake and carry on the business of an investment lending and agency company and to exercise as principal or as trustee or agent for any person or persons all or any of the objects hereby authorised.
 - (b) To invest the capital and other moneys of the Company in the purchase or to lend the same upon



security of shares stocks debentures debenture stocks bonds mortgages obligations and securities of any kind issued or guaranteed by any company corporation or undertaking of whatever nature constituted or carrying on business in Great Britain or in any colony or dependency or possession thereof or in the United States of America or in any other foreign country or state and of debentures debenture stocks bonds obligations and other securities issued or guaranteed by any government sovereign ruler commissioners public body or authority supreme municipal local or otherwise whether at home or abroad.

- (c) To acquire any such shares stocks and others before mentioned by subscription syndicate participation tender purchase exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
 - (d) To sell exchange or otherwise dispose of deal with or turn to account any of the shares stocks and others acquired or agreed to be acquired and generally to vary the securities and investments of the Company from time to time provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers or dealers of any kind.
 - (e) Generally to carry out all such operations and transactions (except the issuing of policies of assurance) as an individual capitalist may lawfully undertake and carry out.
- (3) To carry on either directly or by means of subsidiary companies in any part of the world all or any of the following trades or businesses namely:—
- (a) Wholesale and retail biscuit and bread manufacturers manufacturers or producers of and wholesale or retail dealers in foodstuffs and provisions (whether solid or liquid) of every kind and description and in particular but without limiting the

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generality of the foregoing the businesses of confectioners grocers bakers general provision merchants manufacturers of and dealers in other farinaceous foods and products tea coffee and other provisions medicines and medicinal products.

- (b) The establishment of tea rooms restaurants and refreshment depots for the sale of bread biscuits and other farinaceous foods and products tea coffee and other provisions and the carrying on there of the business of refreshment houses keepers and contractors licensed distillers wine and spirit merchants importers and brokers of food produce medicines and medicinal products of every kind and description.
- (c) Farmers graziers flour and corn merchants millers bakers cow keepers dairymen tea and coffee planters cocoa growers timber growers ranch owners market gardeners wharfingers ship owners and carmen by land or sea and any other business or undertaking which is connected with the preparation manipulation and distribution of cereal food food-stuffs food and consumable articles.
- (d) The manufacture purchase adoption preparation use letting or hiring of or otherwise dealing in any materials plant apparatus ovens engines machinery appliances articles or things connected with the preparation and manipulation of cereals food-stuffs foods medicines and medicinal products and any business or businesses that may be therefore involved.
- (e) To carry on the business of a co-operative store in all its branches and in particular to buy sell manufacture and deal in goods stores consumable articles medicines medicinal products chattels and effects of all kinds both wholesale and retail and to transact every kind of agency business.
- (4) To purchase or by other means acquire any freehold leasehold or other property for any estate or interest

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whatever and any rights privileges or easements over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

- (5) To build construct maintain alter enlarge pull down and remove or replace any buildings factories mills offices works wharves roads railways tramways machinery engines walls fences banks dams sluices or watercourses and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid and to work manage and control the same or join with others in so doing.
- (6) To acquire construct manufacture maintain use and work railways tramways engines plant apparatus and material rolling stock wagons carriages motors lorries and appliances of all kinds ships barges boats and vessels of all kinds and to hire sell or otherwise deal with or dispose of the same.
- (7) To carry on in addition to the said trades and businesses any other trade business or employment manufacturing or otherwise which may seem to the Company capable of being conveniently carried on either in connection with or in addition to any business hereby authorised or otherwise calculated directly or indirectly to enhance the value of or render profitable any of the Company's property rights or business for the time being.
- (8) To carry on any business or branch of a business which this Company is authorised to carry on by means of or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any branch or business so carried on or for financing any such subsidiary company or a company which is directly or indirectly controlled by this Company or in which this Company holds a substantial interest or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on

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including power at any time and either temporarily or permanently to close any such branch or business and to act as directors or managers of or to appoint directors or managers of any such subsidiary company or of any other company in which this Company is interested.

- (9) To carry on the business of manufacturers producers and importers of and dealers in any materials used or dealt in by the Company and any other business incidental to or arising out of or which can conveniently be carried on in conjunction with any of the businesses hereinbefore specified.
- (10) To apply for purchase or otherwise acquire any trade names or trade marks or any patents brevets d'invention licences registrations concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or design which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any patents inventions designs secret processes or rights which the Company may acquire or propose to acquire.
- (11) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.
- (12) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits

union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid and to purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts engagements and obligations of subsidise or otherwise assist any such person firm association or company and to sell hold re issue with or without guarantee or otherwise deal with such shares stock or securities.

- (13) To establish maintain develop extend subscribe to or subsidise any association institution or fund which may seem directly or indirectly conducive to the protection of the Company or the furtherance of its interests.
- (14) To establish and support or to aid in the establishment and support of associations institutions or funds calculated to benefit employees or ex-employees including Directors other than ordinary Directors of the Company or its predecessors in business or the relatives or dependents of such persons and to grant gratuities pensions or allowances to such persons their wives widows relatives or dependents and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any purpose which may seem likely whether directly or indirectly to promote the development of the business of the Company or to prevent its contraction or for any public general or useful object.
- (15) To sell exchange let develop dispose of or otherwise deal with the undertaking of the Company or any part thereof upon such terms and for such consideration as the Company may think fit.
- (16) To sell improve manage develop exchange mortgage let on rent or in consideration of a share of profits (either

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in money or kind) or otherwise grant licences easements and other rights in and over and in any manner dispose of turn to profit or deal with all or any part of the property and rights of the Company.

- (17) To accept in consideration for the undertaking of the Company or for any property or rights sold let or disposed of or any service rendered or to purchase subscribe for or otherwise acquire and to hold the perpetual or redeemable debentures or debenture stock or obligations or the shares (fully or partly paid up) or stock of any company in the United Kingdom or elsewhere.
- (18) To promote or form or join in promoting or forming at home or abroad any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or in which this Company is interested or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs charges and expenses preliminary or incidental to the promotion formation establishment registration and advertising of any company formed for any purpose or carrying on any undertaking in which this Company is directly or indirectly interested and the issue of its capital or securities and to guarantee the payment of any debentures debenture stock or other securities issued by any such company and the interest thereon and the payment of interest or dividends upon the stock or shares of any such company.
- (19) To receive money on deposit or otherwise to lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to tenants and customers of and other persons having dealings with the Company and to guarantee the performance of contracts by any third persons or companies or the discharge of obligations or engagements of any kind by them.
- (20) To apply for and promote any Provisional Order or Act of Parliament for extending the powers of the Company or for enabling the Company to carry any of its objects into effect or for effecting any modification

- (21) To enter into any arrangements with any government or authority supreme municipal local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world which may seem conducive to the Company's objects or any of them and to obtain from any such government or authority or any such railway or other company person or corporation any rights privileges and concessions which may seem conducive to the Company's objects or any of them and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (22) To register the Company or constitute or incorporate it as an anonymous or other society or to procure it to be recognised in any foreign country or place.
- (23) To raise or borrow money and to secure the payment of any such moneys and interest thereon or the carrying out fulfilment or discharge of any contracts engagements obligations or liabilities of the Company of any kind whatsoever (including guarantees for the discharge of any contracts or engagements of any third party) in such manner and on such terms as may seem expedient and for such purposes or any of them or any other purpose to issue debentures or debenture stock whether perpetual or otherwise and charged or not charged upon the whole or any part of the undertaking property and rights of the Company both present and future including its uncalled capital and to redeem or contract to redeem any such debentures or debenture stock or other security or obligation of the Company either at a premium or otherwise.
- (24) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures bills of lading charter parties warrants policies and

(25) To remuneration of full (in any manner) and for services of trustees for holders of the debentures to subscribe or procure or absolute or debenture stock of any company for services rendered in connection of the Company or the Company of this Company of debentures of interest there-

- (26) To distribute among the shareholders the dividends or
- (27) To pay out of the funds of the corporation the charges and expenses of the promotion and advertising of the same
- (28) To do all or any of the foregoing in any part of the world and either directly or indirectly by or through agents or otherwise and with others and with contractors and
- (29) To do all such other things as may be necessary for the attainment of the foregoing objects

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other negotiable or transferable instruments or securi-
ties and to buy sell or otherwise deal in the same.

- (25) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered in acting as trustees for debenture holders or debenture stock holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for services rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of the business of this Company or for guaranteeing payment of such debentures debenture stock or other securities and any interest thereon.
- (26) To distribute any of the property of the Company among the Members in specie and either by way of dividends or upon any return of capital.
- (27) To pay out of the funds of the Company all costs charges and expenses preliminary and incidental to the promotion formation establishment registration and advertising of the Company and the issue of its capital.
- (28) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.
- (29) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance accident assurance fire assurance employers' liability assurance industrial assurance motor assurance, or any business of insurance or

re-insurance within the meaning of the Assurance Companies Act 1909 or any Act amending extending or re-enacting the same.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to or inference from any other paragraph or 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 increase and with power to divide the original or any new capital into shares of different classes which may from time to time be issued or held with any preferences priorities or special or qualified or restricted rights in the payment of dividends or in the distribution of assets or otherwise as compared with other shares whether preference ordinary or deferred and whether then already issued or not or as shares ranking equally with any other such shares or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special qualified or restricted rights as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any preferences priorities or advantages with regard to dividends in the distribution of assets as to rights of voting or in any other respect over the other or others of them.

WE the several persons
are desirous of being
this Memorandum
take the number
opposite our respective

NAMES, ADDRESSES AND

Henry C
23 B.C.

Y
Solici

Arthur J
25 C

Solici

DATED the 18th

WITNESS to the above

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Number of Shares
taken by each
Subscriber.

Henry Charles Chambers
23 Blakesley Road
Yardley
Birmingham
Solicitor Managing Clerk

One

Arthur James Corbett
25 Oakfield Road,
Selly Park,
Birmingham 29.
Solicitors' Clerk

One

DATED the 18th day of *March*, 1941.

WITNESS to the above signatures:—

Perivale Wall
6 Bennett's Hill
Birmingham
Clerks.



COMPANY LIMITED BY SHARES.

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— OF —

REGISTERED OFFICE.

1. Subject as hereinafter provided the provisions of Table "A" in the First Schedule to the Companies Act 1929 shall apply to the Company but in case of any inconsistency between the provisions of such Table and those hereinafter contained the latter shall prevail. The provisions of Articles 2, 7, 36, 39, 42, 44, 54, 64, 65, 66, 69, 72, 82, 101, 104 and 107 of the said Table "A" shall not apply to the Company.

2. The registered office of the Company shall be at such place as the Directors may from time to time appoint. The Directors may also establish branch offices at such places as they from time to time deem necessary for the efficient carrying on of the Company's business.

COMPANY TO BE A "PRIVATE" ONE.

3. The Company is intended to be and shall be a private company within the meaning of the Companies Act 1929 and accordingly:--

(a) The right to transfer shares in the Company shall be restricted as hereinafter provided.

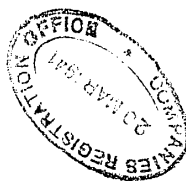
(b) The number of persons employed and of employment of such persons shall at

(c) Neither _____
shall issue
any share

4. The Company
any of the powers of

5. Without prejudice to the holders of any special rights shall not consent or sanction as (a) Any share in any preferred deferred or restrictions whether in or otherwise as the Meeting determine and Companies Act 1929 and terms that they are or to be redeemed.

6. The shares in provided) all newly created by the Directors who may determine such terms and conditions of allotment or calls or as to the time of such times as the Directors may in their valuable consideration to any person any call or right to take shares and may be presented to Parliament for the time being partially paid up as to the balance for any property acquired or to be done or rendered



(b) The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination of such employment to be Members of the Company) shall at any time not exceed fifty.

(c) Neither the Company nor any other person or company shall issue any invitation to the public to subscribe for any shares or debentures of the Company.

BUSINESS.

4. The Company acting by the Directors may exercise all or any of the powers of Sections 32 and 183 of the Companies Act 1929.

SHARES.

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by Article 2 of the said Table "A") (a) Any share in any increased capital may be issued with such preferred deferred or other special rights or subject to such restrictions whether in regard to dividend return of capital voting or otherwise as the Company may from time to time in General Meeting determine and (b) Subject to the provisions of the Companies Act 1929 any Preference Shares may be issued on the terms that they are or at the option of the Company are to be liable to be redeemed.

6. The shares in the original capital and (subject as herein provided) all newly created shares shall be subject to the control of the Directors who may issue and allot the same to such persons on such terms and conditions as to payment by way of deposit instalment or calls or as to the amount ^{at} time of payment of calls and at such times as the Directors may think fit. The Directors may for valuable consideration enter into any agreement giving to any person any call or right of pre-emption in respect of or any option to take shares and may (subject to the provisions of any Act of Parliament for the time being in force) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work or services done or rendered or to be done or rendered for or at the request of the Company and

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may issue any shares which may for the time being remain unallotted and also any forfeited or surrendered shares to such persons upon such terms in all respects and in such manner as they think fit.

7. Article 3 of Table "A" shall be varied by inserting in the second sentence thereof after the words "General Meetings" and before the word "shall" the words "including the provisions of Article 46".

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

9. The Company shall not be obliged to recognise any partial equitable future or contingent interest in any share or any interest in respect of any share other than the interest of the registered holder thereof.

CALLS ON SHARES.

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

11. Article 11 of Table "A" shall be varied by adding at the end thereof the words "Provided that this Article shall not limit or affect any provisions to the contrary which may be made by the Directors on the issue of any shares."

12. The Company may exercise the powers conferred upon it by Section 43 of the Companies Act 1929 but so that the commission shall not exceed ten per cent. on the nominal amount of the shares

TRANSFER OF SHARES.

13. The Directors may without assigning any reason decline to register any transfer of shares to any person not approved by them. (This Article shall be in place of the first sentence of Article 19 of the said Table "A").

14. The Directors may vary the provisions of the regulations relating to the transfer of a share on the following conditions:

- (a) That the transferee is a person who is not a minor, an idiot or a lunatic;
- (b) That the transferee is a person who is not a partner in the Company;
- (c) That the transferee is a person who is not a partner in the Company;
- (d) That the transferee is a person who is not a partner in the Company;

Provided that the Directors may refuse to register the transfer for any reason.

15. When an instrument of transfer of shares is properly executed by the transferor and the transferee and is presented to the Company and is not appearing by such document as prescribed by the regulations, the Company may refuse to register the instrument of transfer of shares unless the instrument of transfer is accompanied by a document which is entitled as against the transferor to be a valid receipt for any payment made by the Company in respect of the shares being valid before not.

16. All new shares issued by the Company shall be subject to the same provisions as to the transfer of shares as the original capital.

14. The Directors may in addition and without prejudice to the provisions of the last preceding Article decline to register the transfer of a share on any of the following grounds:—

- (a) That the transfer has not been effected according to the regulations of the Company or is contrary to any express agreement made on the issue of such share or any transfer thereof. Provided that this shall not oblige the Directors to take notice of any agreement they do not deem beneficial to the Company.
- (b) That the transferee is a person unable to pay calls or is a person whose interest in the business carried on by the Company or any business of the same or a like nature renders it undesirable in the opinion of the Directors that he should be a Member or is otherwise reasonably objectionable.
- (c) That the transferor is indebted or under any liability to the Company.
- (d) That the registration of the transfer would raise the number of Members of the Company above fifty.

Provided that the Directors shall not be required or bound to state the reason for any refusal.

15. When an instrument of transfer purporting to have been properly executed by the transferor shall have been left at the office of the Company and the Company shall have given to the person appearing by such document to be the transferor notice in manner prescribed by the regulations of the Company of receipt of such instrument of transfer the Company shall (notwithstanding that such instrument be afterwards discovered to be invalid or void) be entitled as against such last-mentioned person to treat such instrument as a valid transfer and shall not be liable to such person for any payment made or act done on the footing of such instrument being valid before notice of any invalidity therein.

ALTERATION OF CAPITAL.

16. All new shares to be issued by the Company shall be subject to the same provisions with reference to the payment of calls lien transfer transmission forfeiture and otherwise as the shares in the original capital. Provided that no shares shall be created or

issued so as to prejudice or adversely affect the rights or position of the holders of any class of shares except with the consent of the holders of shares of that class or of the requisite majority thereof expressed and obtained in manner specified in Article 3 of the said Table "A".

SURRENDER OF SHARES.

17. The Directors may accept a surrender of any share on such terms as they think fit provided that (except in accordance with the provisions of Section 45 of the Companies Act 1929) no part of the assets of the Company shall be employed in the purchase of or lent upon the security of the Company's own shares.

BORROWING OF MONEY.

18. The Directors may borrow or raise any money and incur liabilities to bankers and others in any manner and for any purpose authorised by the Memorandum of Association and may for the purpose of securing any money borrowed or raised by or on behalf of the Company or about so to be or any liabilities incurred or intended or expected to be incurred or which may be assumed by the Company or for any other purpose create and issue mortgages debentures debenture stock or other securities on all or any of the Company's undertaking property and assets (including unpaid calls and uncalled capital) either redeemable or perpetual and either at par or at a premium or discount and generally in such form and upon such terms in all respects as they may think fit and may redeem and contract to redeem any such securities either at par or at a premium.

19. No person lending money or giving credit to the Company shall be bound to enquire for what purpose it is required or whether the loan is within the borrowing powers of the Company.

20. The Directors may also issue or deposit any such debentures or debenture stock by way of collateral or contingent security for the payment of any debt or the discharge of any liability of the Company.

PROCEEDINGS AT GENERAL MEETINGS.

21. General Meetings of the Company shall be held at least once in each year at such time (not being more than fifteen months

after the holding of the as may be prescribed by

22. All business shall be transacted at an Extraordinary Meeting with the exception of the accounts, balance sheet and Directors and Auditors to the place of those retiring and the Directors and shall be deemed notice of to therein.

23. At any General Meeting a person or persons present by the Chairman that a resolution be sufficient evidence of the majority or proportion of the vote at the resolution.

24. No poll shall be taken by the Chairman or on the question.

25. Two Members present at any General Meeting and voting shall be deemed to be a quorum accordingly.

26. For the purpose of voting by proxy under Article 63 of Table A shall be present.

27. Any person present at a General Meeting may demand a poll and a vote shall be taken accordingly.

28. Subject to any resolution of the Company attached to any shares a show of hands every Member present in person or (being a proxy not being himself every Member who is present) shall have one vote for every share of

after the holding of the last preceding General Meeting, and place as may be prescribed by the Directors.

22. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting with the exception of sanctioning a dividend the consideration of the accounts balance sheets and the ordinary report of the Directors and Auditors the election of Directors and other officers in the place of those retiring by rotation and the fixing of the remuneration of the Directors and Auditors and the report of the Directors shall be deemed notice of any special business mentioned or referred to therein.

23. At any General Meeting unless a poll is demanded by any person or persons present in person and entitled to vote a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24. No poll shall be demanded on the appointment of a Chairman or on the question of adjournment.

25. Two Members present in person shall be a quorum at any General Meeting and Article 45 of Table "A" shall be modified accordingly.

26. For the purpose of Articles 23 and 25 a corporation represented by proxy under Article 59 of Table "A" or by a representative under Article 63 of Table "A" shall be deemed to be personally present.

27. Any person present in person and entitled to vote may demand a poll and Article 50 of Table "A" shall be modified accordingly.

28. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these presents on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.

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29. An instrument appointing a proxy may appoint several persons in the alternative and Article 61 of Table "A" shall be modified accordingly.

30. Subject to the provisions of Section 117 (2) of the Companies Act 1929 relating to Special Resolutions five clear days' notice in writing specifying the place the day and the hour of meeting and in case of special business the general nature of such business shall be given to such Members as are under the provisions herein contained entitled to receive notices of General Meetings from the Company but the accidental omission to give notice to any Member or the non-receipt of notice shall not invalidate the proceedings at any General Meeting.

31. With the consent in writing of all the Members for the time being a General Meeting may be convened on a shorter notice than five clear days and in any manner they think fit.

32. Subject to any statutory or other restrictions a resolution in the form of a memorandum signed by all the Shareholders who would have been entitled to vote thereon if submitted to a meeting shall be effective and binding as if so submitted and duly passed at such meeting.

33. In case of an equality of votes on a show of hands or on a poll at any General Meeting the Chairman shall be entitled to a second or casting vote.

DIRECTORS.

34. Until otherwise determined by the Company in General Meeting the number of Directors including Managing Directors shall not be more than six and until otherwise determined by the Directors whenever there shall be two or more Directors two Directors shall form a quorum. If and so long as there shall be only one Director such Director shall be entitled to exercise all the powers and functions of the Board of Directors.

35. It shall not be necessary for a Director to hold any qualification shares.

36. The first Directors shall be appointed by the subscribers to the Memorandum of Association by memorandum in writing.

37. The Directors may appoint one or more persons (whether Director or Directors) to exercise the powers of the Directors in fixed or varying with periods and partly by another person or persons whom they think fit including the power to delegate the exercise of such rights and powers in all respects whether in relation to the Directors' meetings and proceedings or otherwise as shall be contained in the instrument of appointment or subsequent resolutions and upon the termination of the appointment the Directors shall from time to time be entitled to exercise the powers restrictions and conditions in fixed terms or for a fixed period or from time to time of the powers given to the Directors for the performance of his duties under this Article shall not be affected by these Articles.

38. A Director may appoint any person to act as his agent in the Board at which such person shall be effective and valid as an alternate Director and to all intents and purposes the Directors and to all intents and purposes shall not require any qualification and when the appointed person shall be appointed from office and the appointment shall be effected by the Directors making the appointment the Director shall be provided for by the provisions of these Articles.

39. Any determination of the Directors or Manager in relation to Table "A" shall be subject to the terms of any resolution of the Company acting by the

37. The Directors may from time to time appoint any one or more persons (whether employed by the Company or not) to be a Director or Directors for such period at such remuneration either fixed or varying with profits or otherwise or partly by one method and partly by another and generally on such terms as they shall think fit including the terms that any such Director shall be entitled to such rights and powers only and be subject to such restrictions in all respects whether in relation to notice of or attendance at Directors' meetings and proceedings or any other matter whatsoever as shall be conferred upon him or arranged at the time of appointment or subsequently and as shall be defined either then or subsequently and upon the terms that any such Director may be distinguished from the other Directors by such distinctive title as the Board shall from time to time determine and such terms rights powers restrictions and title may be so defined either absolutely and in fixed terms or by reference to the discretion and decision from time to time of the Directors. Provided that the restrictions imposed pursuant to this Article upon any Director appointed thereunder shall not be such as to restrict or impede the exercise by him of the powers given to Directors by the Companies Act 1929 or the performance of his duties thereunder. Directors appointed under this Article shall not be counted for the purposes of Article 34 of these Articles.

38. A Director may with the approval of the Directors appoint any person to act as his alternate Director at any meeting of the Board at which such Director is not present and such appointment shall be effective and valid and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend thereat and vote accordingly but he shall not require any qualification and he shall *ipso facto* vacate office if and when the appointor vacates office as a Director or removes the appointee from office and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. Any remuneration of an alternate Director shall be provided by the Director by whom the alternate Director was appointed.

39. Any determination of the appointment of a Managing Director or Manager under the provisions of Article 38 of the said Table "A" shall be subject to and take effect only so far as consistent with the terms of any agreement made between him and the Company acting by the Directors.

40. The office of Director (including that of Managing Director unless the conditions of his appointment otherwise provide) shall be vacated:—

- (a) If he becomes bankrupt or compounds with his creditors.
- (b) If he is declared a lunatic or becomes of unsound mind.
- (c) If he shall resign his office except in the case of a Director who by the terms of his appointment or of any agreement with the Company is not entitled to resign.
- (d) If he be removed from office by the Company under the power conferred on the Company by Article 41.
- (e) If he becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Companies Act 1929.

41. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead. Any person appointed under this Article shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

42. The Directors (other than any Managing or other Director for the time being in receipt of special remuneration) shall be entitled to receive such remuneration as the Company shall from time to time in General Meeting decide. All remuneration shall be deemed to *accrue de die in diem* and be apportioned and payable accordingly. The Directors shall be paid all their travelling and hotel and other expenses properly and necessarily expended by them in attending meetings of the Company or the Directors or any committee of Directors or otherwise in the conduct of the Company's business.

43. No Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the

Company for any profit made by reason of such contract or relation thereby established in respect of any contract in which he is interested as aforesaid. It shall be declared by him at the time of entering into the contract or in consideration or if the Director is interested in the proposed meeting of the Board he shall declare the same at the meeting of the Board after it is made. It shall be the duty of the Board to always that such prohibition shall not be a contract by or on behalf of the Company or any of them any security advances made by them or by them or any of them in connection with the contract or dealing with the Company or any of them or any of their obligations to any Director or any of them in respect of the time or times suspended from office. A general notice of interest in any specified contract or dealing with the Company or any of them shall be made with the declaration of interest under this Article and a notice to give any special notice of interest in any transaction with such company.

44. A Director may hold more than one office in the Company and may be remunerated for his services as a Director.

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45. No act matter shall be valid unless it is approved by the General Meeting of the Company.

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Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and the nature of his interest must be 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 or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Board held after he became so interested and in a case where the Director becomes interested in a contract or arrangement after it is made such declaration shall be made at the first meeting of the Board held after he becomes so interested. Provided always that such prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity or in respect of advances made by them or any of them to or obligations undertaken by them or any of them for the benefit of the Company or to any contract or dealing with a corporation of which the Directors of this Company or any of them may be directors or members or holders of debentures or debenture stock or to any resolution to allot shares or obligations to any Director of the Company or to pay to him a commission in respect of the subscription thereof and it may be at any time or times suspended or relaxed to any extent by a General Meeting. A general notice to the Board by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall be a sufficient declaration of interest in relation to such contract or transaction under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company.

44. A Director may hold any other office or place of profit other than that of Auditor in the Company 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 Directors.

PROCEEDINGS OF DIRECTORS.

45. No act matter or thing within the power of the Company in General Meeting done by the Directors or done by any Director

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or Committee and adopted by the Directors which shall afterwards receive the express or implied consent of the Company in General Meeting shall be afterwards impeached on any ground whatever.

46. The Directors may determine the mode and regulation of their own proceedings and appoint their own Chairman and give him such power as they think fit and determine the quorum for meetings of the Directors. The Chairman shall be entitled to a casting vote in any proceedings of the Directors.

47. Any Director duly authorised to act and acting alone and any Committee shall conform to any mode of proceedings and regulations which the Directors may make in that behalf and subject thereto may determine and regulate his or their own proceedings in the same manner as the Directors may do. The Chairman at any meeting of any Committee shall be entitled to a casting vote in any proceedings thereat.

48. The Directors shall keep proper minutes of their proceedings and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Directors shall be deemed to be acts of the Directors within the meaning of these regulations.

49. If any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his share in the remuneration of the Directors.

50. A memorandum in writing signed by all the Directors shall be as valid and effectual as if a resolution to the like effect had been duly passed at a meeting of the Directors duly convened and held.

DIVIDENDS AND RESERVE FUND.

51. Such amount as the Directors shall think proper and adequate shall be provided and allowed for in the accounts of the Company for each year for depreciation of assets or for a sinking fund for future depreciation of wasting assets or loss on realisation or otherwise. The Directors shall also have power from time to time to take out and treat as available for payment of dividends all or

any part of the reserve Table "A" which shall balance of profit including preceding year and any available for payment of

52. Any dividend wholly or partially in shares of the Company the distribution in specie and may be declared so on the happening of some respect and if at a future payable thereon in the

53. The Directors any Member all such sum time to time to the Company (if any) or otherwise.

54. All dividends who shall be on the register immediately preceding the declared.

55. Dividends and upwards may be forfeited

56. Any dividend satisfied by cheque or entered address of the Member whose name stands first holders and every cheque to the order of the person risk of the Member to whom

CAPITAL

57. Subject to the Cumulative Preference Resolution direct capital profits for the time being of the reserve fund of the profits of the

g.c.

any part of the reserve fund referred to in Article 93 of the said Table "A" which shall have been set aside out of profit. The balance of profit including any balance brought forward from any preceding year and any sum taken out of the reserve fund shall be available for payment of dividends.

52. Any dividend or bonus may be paid or satisfied either wholly or partially in debentures or bonds of the Company or in shares of the Company credited as fully or partially paid up or by the distribution in specie of any property or assets of the Company and may be declared so as to be payable only at some future date or on the happening of some event either fixed or contingent in any respect and if at a future date either with or without interest being payable thereon in the meantime.

53. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him from time to time to the Company on account of calls and interest thereon (if any) or otherwise.

54. All dividends shall belong and be paid to those Members who shall be on the register at the close of the transfer books immediately preceding the meeting at which such dividend shall be declared.

55. Dividends and bonuses unclaimed for three years and upwards may be forfeited for the benefit of the Company.

56. Any dividend or bonus properly payable may be paid or satisfied by cheque or warrant sent through the post to the registered address of the Member or in case of joint holders of that one whose name stands first on the Register in respect of the joint holders and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and shall be sent at the risk of the Member to whom the dividend is payable.

CAPITALISATION OF PROFITS.

57. Subject to the payment of the cumulative dividend on any Cumulative Preference Shares a General Meeting may by Ordinary Resolution direct capitalisation of the whole or any part of the profits for the time being of the Company or the whole or any part of the reserve fund of the Company whether representing accumulations of profits of the Company or premiums received upon the

issue of shares debentures or debenture stock or any sum carried to reserve as a result of the sale or re-valuation of or other accretion to the goodwill or assets of the Company or any part thereof (1) By the distribution among the holders of the Ordinary Shares of paid up shares debentures or debenture stock bonds or other obligations of the Company or (2) By the crediting of any Ordinary Shares of the Company which have been issued and are not fully paid up in proportion to the amounts paid or credited as paid thereon respectively with the whole or any part of the sums remaining unpaid thereon to the extent of the sum so capitalised and the Directors shall give effect to such resolution and apply such portion of the profits or reserve fund as may be directed to be so capitalised for the purpose of making payment in full at par for the shares debentures or debenture stock ~~fund~~ or other obligations of the Company so distributed or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on such Ordinary Shares accordingly. Provided that no such distribution or payment shall be made unless recommended by the Directors and where any difficulty arises in regard to the distribution or payment the Directors may settle the same as they think expedient and in particular may issue fractional certificates and generally may make such arrangements for the acceptance allotment and sale of such shares debentures debenture stock bonds obligations and fractional certificates and otherwise as they may think fit. In cases where some of the Ordinary Shares of the Company are fully paid and others are partly paid only the capitalisation may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares and the partly paid shares the sum so applied in the payment up of such further shares and in the diminution or extinguishment of the liability on the partly paid shares shall be so applied *pro rata* in the proportion to the nominal amounts of the shares then already fully paid and the amount then already paid or credited as paid on the partly paid shares. When required a proper contract shall be filed in accordance with the provisions of the Companies Act 1929 and the Directors may appoint any person to sign such contract on behalf of Members participating in such distribution or whose shares shall be so credited as fully or partly paid and such appointment shall be effective and the contract may provide for the acceptance by such Members of the shares to be allotted to them respectively or (as the case may be) of the sums so credited as paid on the Ordinary Shares then already held by them

respectively in satisfaction capitalised. This Article may be attached to any s

58. A Member who having an address within to have any notice sent to office of the Company shall such Member for the purpose taken without other notice as if he had had due notice

59. If the Company (or otherwise) the Liquidator ordinary Resolution dividing part of the assets of the Company to vest any part of the assets in trusts for the benefit of the like sanction shall to

respectively in satisfaction of their claims in respect of the sum so capitalised. This Article is subject to any special conditions which may be attached to any shares hereafter issued.

NOTICES.

58. A Member who shall not be described in the Register as having an address within the United Kingdom shall not be entitled to have any notice sent to him from the Company and the registered office of the Company shall be deemed the registered address of such Member for the purpose of formal notice and all proceedings taken without other notice to any such Member shall be as valid as if he had had due notice.

WINDING UP.

59. If the Company shall be wound up (whether voluntarily or otherwise) the Liquidator may with the sanction of an Extraordinary Resolution divide among the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Henry Charles Chambers
23 Blakesley Road.
Yardley
Birmingham
Solicitors Managing Clerk.

Arthur James Corbett
25 Oakfield Road.
Selly Park.
Birmingham 29.
Solicitors' Clerk.

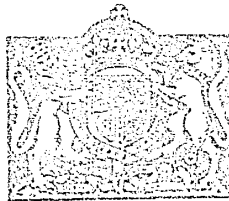
DATED the 18th day of March, 1941.

WITNESS to the above signatures:—

Perwae Hall
6 Bennett's Hall.
Birmingham
Clerk.

DUPLICATE FOR THE FILE.

No. 366654



Certificate of Incorporation

I Hereby Certify, That

STATEMENT OF THE REGISTRAR

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

Given under my hand at ~~London~~ ^{Bombay} this ~~twenty-second~~ day of ~~April~~ ^{May} One Thousand Nine Hundred and ~~eighty-eight~~ ^{thirty}.

Assistant Registrar of Companies.

Certificate
received by

W. K. Chandra for Westlowe & Sons Ltd.
Mandeville

Date 24-3-41.

THE COMPANIES ACT, 1929.

SPECIAL RESOLUTIONS

— OF —

WITTINGTON INVESTMENTS LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at the offices of Messrs. Pinsent & Co., Solicitors, 6, Bennett's Hill, Birmingham, on *Friday* the *28th* day of March, 1941, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS of the Company—

RESOLUTIONS.

1. That as on and from the *28th* day of March 1941 each of the 100 Ordinary Shares of One Pound each of the Company be sub-divided into two Ordinary Shares of Ten Shillings each and that such Shares be re-numbered consecutively from 1 to 200 in such manner as the Directors shall determine.
2. That the Capital of the Company be increased to £314,000 by the creation of 627,800 additional Ordinary Shares of Ten Shillings each ranking *pari passu* in all respects with the 200 Ordinary Shares resulting from the sub-division effected by Resolution No. 1 above.

DATED the *28th* day of March, 1941.

W. C. Chambers
Chairman of the Meeting.

WITTINGTON INVESTMENTS LIMITED

WE, the undersigned, in pursuance of the provisions of Section 117 of the Companies Act, 1929, being all the Members of the Company entitled to attend and vote at the Meeting hereinafter mentioned HEREBY CONSENT to the convening of an EXTRAORDINARY GENERAL MEETING of the Company for the 28th day of March 1941 to be held at the offices of Messrs. Pinsent & Co., Solicitors, 6 Bennett's Hill, Birmingham, at 10 o'clock in the fore--noon for the purpose of considering and if thought fit passing with or without amendment the following Resolutions as SPECIAL RESOLUTIONS of the Company notwithstanding that less than 21 clear days' notice of such Meeting will be given:-

RESOLUTIONS.

- "1. That as on and from the 28th day of March 1941 each of the 100 Ordinary Shares of One Pound each of the Company be sub-divided into two Ordinary Shares of Ten Shillings each and that such Shares be re-numbered consecutively from 1 to 200 in such manner as the Directors shall determine.
 2. That the Capital of the Company be increased to £314,000 by the creation of 627,800 additional Ordinary Shares of Ten Shillings each ranking pari passu in all respects with the 200 Ordinary Shares resulting from the sub-division effected by Resolution No. 1 above."
- Dated the 28th day of March 1941.

W. L. Chambers
A. J. Corbett

No. of
Company

3104/6

[C.A. 26.]

THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided,
or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the
Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the
Cancellation of Shares (otherwise than in connection with a reduction of share capital under
Section 55 of the Companies Act, 1929).

Pursuant to Section 51.

7 APR 1931

Wittington Investments ---

Name of

Company

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

London Wall, London, E.C.2, Birchin Lane, London, E.C.3,

Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham, 3.

Presented by

TO THE REGISTRAR OF COMPANIES.

-The- WITTINGTON INVESTMENTS ---

COMPANY, LIMITED,

hereby gives you notice in accordance with Section 51 of the Companies Act, 1929,

that

(a) by a Special Resolution passed by the Company on the

28th March 1941 it was resolved
That as on and from the 28th day of March 1941
each of the 100 Ordinary Shares of One Pound each
of the Company be sub-divided into two Ordinary
Shares of Ten Shillings each and that such shares
be re-numbered consecutively from 1 to 200 in such
manner as the Directors shall determine;

(b) the said sub-division of shares has been duly effected.

(Signature)

R. C. Wal.

(State whether Director or
Manager, or Secretary)

Secretary

Dated the

29th

day of

March

19 41.

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

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

[C.A. 38.]
17-1-38.

No. of Company 264307

THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital.
Pursuant to Section 52.

Name of Company { Wittington Investments ----
Limited.

REGISTERED

17 APR 1941

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS.

London Wall, London, E.C.2, Birchin Lane, London, E.C.3,

Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham.

Presented by _____

TO THE REGISTRAR OF COMPANIES.

Wittington Investments ----

----- Limited, hereby give you notice, pursuant to
section 52 of The Companies Act, 1929, that by (a) Special
Resolution of the Company dated the twenty eighth day of
March, 1941, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 312,900
beyond the Registered Capital of £ 100.

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
627,800	Ordinary	Ten Shillings

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

The new Shares rank pari passu in all respects with the
200 existing Ordinary Shares of Ten Shillings each of the
Company.

Signature Alvinat. Secretary
(State whether Director or Manager or Secretary.)

Dated the 29th day of March 1941.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate

[C.A. 39]
15-19-38.



WITTINGTON INVESTMENTS -----

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LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

REGISTERED
7 APR 1941

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
London Wall, London, E.C.2. Birchin Lane, London, E.C.3,
Parliament Street, London, S.W.1; and 8, Newhall Street, Birmingham 3.

Presented by

The NOMINAL CAPITAL of Wittington Investments ---

Limited,

Special
has by a Resolution of the Company dated 28th March 1941

been increased by the addition thereto of the sum of £ 313,900., divided into

627,900 shares of Ten shillings ---- each beyond the Registered Capital of

£100.

219900

Signature A. E. Wood.

Description Secretary

Date 28th March 1941.

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

NOTE—This margin is reserved for Binding, and must not be written across.

No. 366054

THE COMPANIES ACTS, 1948-1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WITTINGTON INVESTMENTS LIMITED

Passed 1st February, 1968

AT an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held at Weston Centre, 40, Berkeley Square, London, W.1. on the 1st February 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

RESOLUTION

That the Articles of Association of the Company shall be altered by adding after Article 40 thereof the following new Article namely :-

40A. No Director shall vacate or be requested to vacate his office as a Director by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

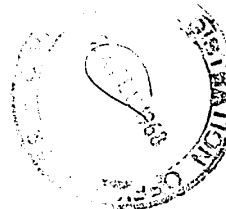
W. GARFIELD WESTON

Director
Chairman of the Meeting

certify that this Resolution
litho-type printed by us

P.P. BETTS & SONS LTD.

J. B. Langford
Director



Company No: 366054

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL

Herbert Smith
HERBERT SMITH
Exchange House
Primrose Street
London EC2A 2HS

Date *21st Jan 1994*

SPECIAL RESOLUTION

of

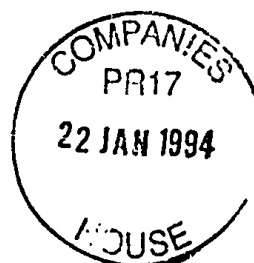
WITTINGTON INVESTMENTS LIMITED

At the Annual General Meeting of the Company, duly convened and held at Weston Centre, Bowater House, 68 Knightsbridge, London SW1X 7LR on Monday, 17th January 1994 at 11a.m. the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT new Articles of Association in the form tabled at the meeting and initialled by the Chairman for the purposes of identification be adopted in substitution for the existing Articles of Association of the Company.

G H Weston
.....
G H Weston
Chairman



GPH.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WITTINGTON INVESTMENTS LIMITED

(adopted by special resolution passed on 17 January, 1994)

INTERPRETATION

1. In these regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the company.

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

PRIVATE COMPANY

2. The company is intended to be and shall be a private company within the meaning of the Act.

SHARE CAPITAL

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the regulations.
5. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provision of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

7. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
8. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it.

10. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
11. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
12. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

13. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

14. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
17. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
18. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
19. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
20. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

21. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
22. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
23. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

24. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
25. The directors may without assigning any reason decline to register any transfer of shares to any person not approved by them. The directors may in addition and without prejudice to the preceding sentence refuse to register a transfer unless:-
 - (A) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
 - (B) it is in respect of only one class of shares; and
 - (C) it is in favour of not more than four transferees.
26. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
27. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
28. No fees shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
29. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

30. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

33. The company may by ordinary resolution:-
 - (A) increase its share capital by new shares of such amount as the resolution prescribes;

- (B) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (C) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (D) cancel 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 share capital by the amount of the shares so cancelled.
34. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee 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 in or invalidity of the proceedings in reference to the sale.
35. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

UNTRACKED MEMBERS

36. (A) The company shall be entitled to sell at the best price reasonably obtainable any share held by a member, or any share to which a person is entitled by transmission, if:-

- (1) for a period of twelve years no cheque or warrant for amounts payable in respect of the share sent and payable in a manner authorised by these articles has been cashed and no communication has been received by the company from the member or person concerned;
 - (2) during that period at least three dividends in respect of the share have become payable;
 - (3) the company has, after the expiration of that period, by advertisement in a leading national daily newspaper published in the United Kingdom and in a newspaper circulating in the area of the registered address or last known address of the member or person concerned given notice of its intention to sell such share; and
 - (4) the company has not during the further period of three months after the date of the advertisement and prior to the sale of the share received any communication from the member or person concerned.
- (B) The company shall also be entitled to sell at the best price reasonably obtainable any additional share issued during the said period of twelve years in right of any share to which paragraph (A) of this article applies (or in right of any share so issued), if the criteria in sub-paragraphs (1), (3) and (4) of that paragraph are satisfied in relation to the additional share (but as if the words "for a period of twelve years" were omitted from sub-paragraph (1) and the words ", after the expiration of that period," were omitted from sub-paragraph (3)).
- (C) To give effect to the sale of any share pursuant to this article the company may appoint any person to execute an instrument of transfer of the share, and the instrument shall be as effective as if it had been executed by the registered holder of, or person entitled by transmission to, the share. The purchaser shall not be bound to see to the application of the proceeds of

sale, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale. The company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale, but no trust or duty to account shall arise and no interest shall be payable in respect of the proceeds of sale.

PURCHASE OF OWN SHARES

37. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

40. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

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

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

- 42. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 43. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 44. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for

holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

45. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
46. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.
47. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
48. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (A) by the chairman; or
 - (B) by at least two members having the right to vote at the meeting; or
 - (C) by a member or members 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 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;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

49. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
50. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
51. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
53. 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

54. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
55. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

56. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
57. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
58. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in

that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

59. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
61. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
62. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

"

PLC/Limited

I/We,

, of

, being

a member/members of the above-named company, hereby appoint

of

, or failing him,

of

, as my/our proxy to vote in my/our name[s]

and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on , and at any adjournment thereof.

Signed on ."

63. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

" PLC/Limited

I/We, , of
, being
a member/members of the above-named Company, hereby appoint
of
, or failing him,
of , as my/our proxy to vote in my/our name[s] and
on my/our behalf at the annual/extraordinary general meeting of the
company, to be held on , and at any
adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against.

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of ."

64. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

- (A) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (B) in the case of a poll taken more than 48 hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

65. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

66. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than two and not more than six.

ALTERNATE DIRECTORS

67. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
68. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote 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 but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
69. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
70. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

71. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

72. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
73. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

74. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

75. No person shall be appointed a director at any general meeting unless:-
- (A) he is recommended by the directors; or
 - (B) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed.
76. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the company's register of directors.
77. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
78. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

79. The office of a director shall be vacated if:-

- (A) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) he is, or may be, suffering from mental disorder and either:-
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (D) he resigns his office by notice to the company; or
- (E) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

80. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

81. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

82. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
83. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-
- (A) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (B) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise

interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

- (C) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

84. For the purpose of regulation 83:-

- (A) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (B) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

85. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

86. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
87. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
88. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
89. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
90. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a

resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

91. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

- (A) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
- (B) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (C) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;
- (D) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

92. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
93. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
94. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
95. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

96. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

97. The directors shall cause minutes to be made in books kept for the purpose:-

- (A) of all appointments of officers made by the directors; and
- (B) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

DESTRUCTION OF DOCUMENTS

98. (A) The company may destroy-

- (1) any instrument of transfer, after six years from the date on which it is registered;
- (2) any dividend mandate or notification of change of name or address, after two years from the date on which it is recorded;
- (3) any share certificate, after one year from the date on which it is cancelled; and
- (4) any other document on the basis of which an entry in the register of members is made, after six years from the date on which it is made.

(B) Any document referred to in paragraph (A) of this regulation may be destroyed earlier than the relevant date authorised by that paragraph, provided that a permanent record of the document is made which is not destroyed before that date.

(C) It shall be conclusively presumed in favour of the company that every entry in the register of members purporting to have been made on the basis of a document destroyed in accordance with this regulation was duly and properly made, that every share certificate so destroyed was duly cancelled, that every instrument of transfer so destroyed was duly registered, that every other document so destroyed was valid and effective in accordance with the particulars in the records of the company: provided that-

- (1) this regulation shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
- (2) nothing in this regulation shall be construed as imposing upon the company any liability in respect of the destruction of any such document otherwise than in accordance with this regulation which would not attach to the company in the absence of this regulation; and
- (3) references in this regulation to the destruction of any document include references to the disposal of it in any manner.

THE SEAL

99. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

100. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
101. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.
102. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up 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, that share shall rank for dividend accordingly.
103. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in

particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

104. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

105. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

106. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

107. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

108. The directors may with the authority of an ordinary resolution of the company:-

- (A) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;
- (B) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (C) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- (D) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

109. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
110. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
111. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
112. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
113. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
114. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the

title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

RECORD DATES

115. Notwithstanding any other provision of these articles, but without prejudice to the rights attached to any shares, the company or the directors may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made. Where such a record date is fixed, references in these articles to a holder of shares or member to whom a dividend is to be paid or a distribution, allotment or issue is to be made shall be construed accordingly.

WINDING UP

116. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

117. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be

indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.