Company No: 389061

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER OF

MERIDIEN HOLDINGS LIMITED
(the "Company")

Meridien Group Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Section 381 A of the Companies Act 1985, to pass the following resolution as a special resolution:

1. THAT new articles of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association.

....

For and on behalf of
Meridien Group Limited

Dated: 25 February 2002

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by a Special Resolution passed on 25 February 2002)

of

MERIDIEN HOLDINGS LIMITED

Incorporated on 11 October 1967
Registered No. 389061

LMM

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

(Adopted by a Special Resolution passed on 25 February 2002)

MERIDIEN HOLDINGS LIMITED [1]

PRELIMINARY

1. Table A

1.1 Subject as otherwise provided in these articles the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052) ("Table A") shall constitute the regulations of the Company. In the case of any inconsistency between these articles and the regulations of Table A, the provisions of these articles shall prevail.

1.2 Regulations 24, 40, 46, 50, 57, 64 to 69 (inclusive), 73 to 78 (inclusive), 80, 81, 84, 87 to 89 (inclusive), 94, 95, 97, 101, 112, 115 and 118 of Table A shall not apply to the Company.

2. *Interpretation*

Words and expressions defined in regulation 1 of Table A have the same meaning when used in these articles. In these articles and in Table A words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine, and words importing persons shall include bodies corporate and unincorporated associations. Headings to these articles are inserted for convenience only and shall not affect the construction or interpretation of these articles.

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[1] The name of the Company changed from Pearce and Partners (Subsidiary) Limited on 19 October 1945, then from C.A. & M. Forte (Holdings) Limited on 17 May 1955, then from Forte's (Holdings) Limited on 23 January 1970, and then from Forte Holdings Limited on 27 September 2001.

SHARE CAPITAL

3. *Authorised Share Capital*

3.1 The share capital of the Company is £560,000,000 divided into 1,500,000 7 per cent. Cumulative Preference Shares of £1 each, 401,500 4.5 per cent. Second Cumulative Preference Shares of £1 each 2,816,579 7 per cent. Second Cumulative Preference Shares of £1 each, 781,921 Unclassified Shares of £1 each, 36,000,000 "A" Ordinary Shares of 25 pence each and 2,182,000,000 Ordinary Shares of 25 pence.

3.2 The First Preference Shares confer the right to a fixed cumulative preferential dividend at the rate of 7 per cent. per annum on the capital for the time being paid up thereon and on a return of assets in a winding-up or reduction of capital to payment of whichever of the two undermentioned sums shall be the greater, namely:-

(i) the capital paid up thereon; or

(ii) a sum equal to the average of the daily middle market quotations of the First Preference Shares on The Stock Exchange, London, during the six months immediately prior to the date of commencement of the winding-up or, in the case of a voluntary winding-up or of a reduction of capital, the date of the notice convening the meeting to pass the resolution for winding-up or reduction of capital and so that such sum shall be certified as soon as possible after the relevant date by the Auditors of the Company and such certificate shall be final and binding on all parties interested and such Auditors shall so certify on such basis and in such manner as they shall in their absolute discretion determine but having regard as far as possible to any official list issued under the authority of The Stock Exchange, London, together in either case with all arrears or deficiency of the said fixed dividend thereon calculated down to the date of such payment less, in the case of a return of capital other than in a winding-up, a sum equal to income tax thereon at the standard rate for the time being in force and to be payable whether such dividend has been earned or declared or not at all in priority to all other shares in the capital of the Company provided that in the event of the repayment on a reduction of capital of part only of the capital paid up on the First Preference Shares the proportionate part only of the greater of the two above-mentions sums shall be payable. The First Preference Shares do not confer any further or other right to participate in profits or assets.

3.3 Subject to the rights of the holders of the First Preference Shares the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares shall carry the right to fixed cumulative preferential dividends at the rates of 4½ per cent. and 7 per cent. per annum respectively on the capital for the time being paid up or credited as paid up thereon ranking pari passu and in priority to the payment of any dividend on any other class of shares in the capital of the Company (other than First Preference Shares) and subject also to the liberty hereinafter expressly reserved to the Company to issue further Preference Shares ranking pari passu with the 4½ per cent. Second Preference Shares and 7 per cent. Second Preference Shares and on a return of assets in a winding-up or reduction of capital to payment pari passu of whichever of the two under-mentioned sums, shall be the greater namely:-

(i) The capital paid up or credited as paid up thereon together with a premium of 1s per share; or

(ii) a sum equal to the average of the daily middle market quotations of the 4½ per cent. Second Preference Shares and the 7 per cent, Second Preference Shares respectively on The Stock Exchange, London, during the six months immediately prior to the date of the commencement of the winding-up or, in the case of a voluntary winding-up or of a reduction of capital, the date of the notice convening the meeting to pass the resolution for winding-up or reduction of capital and so that such sum shall be certified as soon as possible after the relevant date by the Auditors of the Company and such certificate shall be final and binding on all parties interested and such Auditors shall so certify on such basis and in such manner as they shall in their absolute discretion determine but having regard as far as possible to any official list issued under the authority of The Stock Exchange, London. together in either case with all arrears or deficiency of the fixed dividend thereon calculated down to the date of such payment less in the case of a return of capital other than in a winding-up, a sum equal to income tax thereon at the standard rate for the time being in force and to be payable irrespective of whether such dividend has been earned or declared or not all pari passu and in priority (other than the First Preference Shares and subject to the rights attaching to any further Preference Shares ranking pari passu with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares which may be issued under the liberty in that behalf referred to below) to all other shares in the capital of the Company provided that in the event of the repayment on a reduction of capital of part only of the capital paid up or credited as paid up on the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares the proportionate part only of the greater of the two above-mentioned sums shall be payable. The 4½ per cent Second Preference Shares and the 7 per cent Second Preference Shares do not confer any further or other right to participate in profits or assets.

3.4 Subject to the rights of the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and the rights of any further Preference Shares issued under the liberty reserved to the Company in paragraphs (6) and (7) of this Article, the Ordinary Shares and the 'A' Ordinary Shares treated as one class carry the right to the profits of the

Company determined to be distributed by way of dividend and to the surplus assets of the Company.

3.5 The Company shall not issue any Preference Shares ranking in any respect in priority to or pari passu with the First Preference Shares or otherwise in priority to the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares.

3.6 The Company shall be entitled from time to time to issue further Preference Shares ranking pari passu with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares but so that except as hereinafter provided the aggregate amount for the time being paid up on the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent Second Preference Shares and any further Preference Shares issued or proposed to be issued shall not exceed £5,000,000.

3.7 Provided however that the Company shall be entitled from time to time to issue further Preference Shares ranking pari passu with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares in excess of the before mentioned limit if at the time of such issue the Auditors of the Company certify that:-

(i) the aggregate nominal amount of all the First Preference Shares the 4½ per cent. Second Preference Shares and 7 per cent. Second Preference Shares for the time being outstanding and of all further Preference Shares issued or proposed to be issued under the liberty herein reserved to the Company will not exceed three-quarters of the amount paid up on the issued share capital of the Company ranking as to payment of dividend and repayment of capital after and subject to the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and of all further Preference Shares issued or proposed to be issued as aforesaid, and

(ii) the average annual consolidated profit (as hereinafter defined) is more than five times the amount of one year's interest (before deduction of income tax) on all outstanding debentures (as defined by the Act) of the Company and its United Kingdom subsidiaries together with one year's dividend (before deduction of income tax) on all of the outstanding Preference Shares ranking in priority to or pari passu with the 4½ Second Preference Shares and 7 per cent Second Preference Shares and further Preference Shares issued pursuant to the liberty herein before mentioned and the further Preference Shares proposed to be so issued.

"Average annual consolidated profit" means at any material time a sum equal to the annual average (based on a 52 week year) of the consolidated profits less losses of the Company and its subsidiaries (so far as attributable to the Company) for the three years preceding the date to which consolidated accounts were last made up as shown by the audited consolidated accounts covering or including that period such profits or losses to be arrived at after charging all expenses but before charging United Kingdom taxation and after making such adjustments as the Auditors may consider appropriate including in particular but without prejudice to the generality of the foregoing any adjustments in respect of any shares or other securities or any business or undertaking or part thereof acquired or to be acquired in exchange for or out of the proceeds of the proposed issue and any adjustments considered appropriate (a) in respect of any subsidiary in which the Company has not had the same interest throughout the whole of the said period from the commencement of the aforesaid three years or (b) to take account of the fact that any financial year or other period of the Company in the years on which such annual average is calculated.

Every certificate by such Auditors for the purposes of this clause shall be conclusive and binding for all purposes on the Company the shareholders of the Company and all other persons.

3.8 Except that the rate of dividend on each of such further Preference Shares may be such rate as shall be fixed by the terms of issue thereof and that each of such further Preference Shares may be repayable in a winding up or reduction of capital either at par or at such premium (if any) as shall be fixed by the terms of issue thereof all such further Preference Shares shall rank as to dividend and capital pari passu with the 4½ per cent. Second Preference Shares and the 7 per cent. Second Preference Shares.

3.9 Except as aforesaid the Company shall not so long as any of the 4½ Second Preference Shares and the 7 per cent Second Preference Shares or any further Preference Shares issued under the liberty hereby reserved to the Company remain outstanding be at liberty to issue any shares ranking as to dividend or capital in priority to or pari passu therewith save with the prior consent or sanction of the holders of the 4½ per cent. Second Preferences Shares and the 7 per cent. Second Preference Shares and such further Preference Shares (if any) given in accordance with the provisions of these Articles.

3.10 The Company and the Directors shall exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries so as to secure (so far as by such exercise they can secure) that no such subsidiary while it remains a subsidiary of the Company shall at any time issue (except to the Company or to another subsidiary) any shares ranking in priority to the equity shares of such subsidiary without the prior consent or sanction of the holders of the First Preference Shares the 4½ per cent. Second Preference Shares the 7 per cent. Second Preference Shares and such further Preference Shares ranking pari passu therewith (if any) given in accordance with Article 10 nor without such prior consent or sanction shall any shares of any such subsidiary (while it remains a subsidiary of the Company) ranking in priority to the equity shares of such subsidiary be transferred by the Company or by any subsidiary except to another subsidiary or to the Company.

3.11 Subject to the restrictions imposed by this Article and without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided by Article 10) any of the Unclassified Shares may be issued with such preferred deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Directors may from time to time determine.

SHARES

4. *Authority to allot*

4.1 Subject to the provisions of Table A and to the provisions of these articles, the directors are generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for or convert securities into or otherwise dispose of any shares (or interests in shares) in the Company, or any other relevant securities, up to the authorised share capital of the Company as at the date of adoption of these articles, to such persons, at such times and generally on such terms and conditions as the directors think proper provided that such authority shall only apply insofar as the Company in general meeting shall not have varied, renewed or revoked the same and provided that such authority may only be exercised within five years commencing upon the date of the adoption of these articles.

4.2 Any offer or agreement in respect of relevant securities, which is made by the Company prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the directors may at any time allot any relevant securities in pursuance of such offer or agreement.

4.3 The authority conferred upon the directors to allot relevant securities may at any time, by ordinary resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously renewed under these articles) for a further period not exceeding five years.

5. *Pre-emption on allotment*

5.1 Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to any allotment of equity securities by the Company.

5.2 Unless otherwise determined by special resolution of the Company, any equity securities shall, before they are allotted on any terms to any person, be first offered by the Company on the same or more favourable terms to the members in proportion as nearly as is practicable to the nominal value of the shares in the Company held by the members respectively.

5.3 Such offer shall be made by notice specifying the number of equity securities offered and the period, being not fewer than twenty-one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or if earlier on receipt of notice of the acceptance or refusal in respect of each offer so made, the directors may, subject to these articles, dispose of such equity securities as have not been taken up in such manner as they think proper.

RENOUNCEABLE ALLOTMENT LETTERS

6. Where any renounceable allotment letters or other renounceable documents are issued by the Company in respect of the issue or offer of any shares, the directors may at their

discretion impose such restrictions as they may think fit upon the right of any allottee or other person to whom the offer is made to renounce the shares so allotted or offered.

LIEN

7. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

8. *Power of refusal*

The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of a share to any person, whether or not it is a fully paid share or a share on which the company has a lien.

9. *Registration of transfers*

The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the register of members of the Company in respect thereof.

10. *Prohibited transfers*

No shares and no interest in shares shall be transferred to any infant, bankrupt or person of unsound mind and the directors shall refuse to register any such transfer.

PROCEEDINGS AT GENERAL MEETINGS

11. *Quorum*

11.1 No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business and also when such business shall be voted upon. Two members so present and entitled to vote shall be a quorum for all purposes PROVIDED THAT, in circumstances where there is one member only, the quorum for any general meeting shall for all purposes be that member so present.

11.2 If a quorum is not present at any such adjourned meeting as is referred to in regulation 41 of Table A, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.

11.3 Any reference to presence at a general meeting or class meeting shall include presence of a member in person or by proxy or (being a corporation) by a duly authorised representative and shall include presence which is deemed in accordance with these articles (and "present" shall be construed accordingly).

12. *Voting and right to demand a poll*

12.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration by the chairman of the result of the show of hands, demanded in accordance with article 12.2.

12.2 A poll may be demanded at any general meeting by the chairman or by any member present and entitled to vote at that meeting.

12.3 If at any general meeting any votes shall be counted which ought not to have been counted, or not be counted which ought to have been counted, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

12.4 In regulation 54 of Table A the words ",not being himself a member entitled to vote," shall be deleted.

13. *Participation by conference telephone*

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

SINGLE MEMBER

14. *Quorum when single member and record of decisions of single member*

14.1 Notwithstanding any provision to the contrary in these articles or in Table A, in circumstances where the Company has only one member, that member present in person or by proxy shall be a quorum.

14.2 A single member shall, upon taking a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting (unless that decision is taken by way of written resolution or unanimous assent), provide the Company with a written record of that decision.

14.3 For so long as the Company is a single member Company, all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member.

14.4 If, for any reason, the number of members of the Company increases beyond one and for so long as the number of members is more than one, the provisions of this article shall not apply.

MEMBERS' ASSENT

15. Pursuant to the rights and powers under common law of all members having the right to receive notice of and to attend and vote at general meetings to assent or agree to any matter, such members' assent or agreement to any matter may (without limitation), if written be evidenced by one or more documents (including a telex, facsimile, cable or telegram) each accurately stating the terms of the assent or agreement and signed by or on behalf of or otherwise emanating from one or more of such members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

16. The provisions of article 15 are in addition to and not exclusive of:

(a) any other rights and powers under common law of all members or any class of members having the right to attend and vote at general meetings to assent or agree to or ratify any matter or to pass any resolution by unanimous written consent; and

(b) any statutory rights of the members or any class of members under sections 381A and 381B of and schedule 15A to the Act,

all of which rights and powers may be exercised by the members as an alternative to the unanimous assent or agreement referred to in article 15.

PROXIES

17. An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting and regulation 62 of Table A shall be modified accordingly.

18. An instrument appointing a proxy shall be deemed to include authority for the proxy to vote on any amendment of a resolution put to the meeting for which the proxy was appointed in such manner as the proxy sees fit.

DIRECTORS

19. *Number*

Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum but shall be not fewer than one.

20. *Eligibility*

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

BORROWING POWERS

21. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

22. *Duty to declare interests*

A director who is in any way interested in a contract or a proposed contract with the Company (whether directly or indirectly) must declare the nature of his interest at any meeting of the directors or of a committee of the directors at which such contract or proposed contract is to be discussed, or otherwise by notice to the directors in accordance with the provisions of the Act. Having made such disclosure a director shall be entitled to vote at a meeting of directors or of a committee of the directors in respect of such contract or proposed contract in which he is interested and shall also be counted in reckoning whether a quorum is present or deemed to be present at the meeting of the directors or, if relevant, the committee of the directors.

23. *Remuneration*

A director may, notwithstanding his office, hold and be remunerated in respect of any office or place of profit held in the Company provided that he has previously complied with all requirements of the Act relating to disclosure of interests, and he or any firm, company, or other body in which he has an interest may act in a professional capacity for the Company and be remunerated for such work and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulation 85 of Table A shall be modified accordingly.

24. *Nature of interests and general notices*

For the purposes of regulation 85 of Table A (as modified by articles 22 and 23) a director shall be considered to be interested in any contract, transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of section 317 of the Act. In the case of any transaction or arrangement with the Company in which the director is interested, a general notice given by a director and which otherwise complies with regulation 86(a) of Table A shall not be a disclosure as provided in that regulation unless it relates to a specified company or firm or other body in which he is interested or to a specified person who is connected with the director within the meaning of section 346 of the Act. Regulation 86 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

25. The office of a director shall be vacated immediately:

(a) If (not being precluded from so doing by the terms of any contract with the Company) by notice to the Company he resigns the office of director; or

(b) If he is or becomes bankrupt or insolvent or enters into any arrangement with his creditors; or

(c) If he is or becomes incapable by reason of illness, injury or mental disorder of exercising his functions as a director properly; or

(d) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or

(e) If he is prohibited from being a director by an order made under the Company Directors Disqualification Act 1986 or otherwise by law.

ROTATION OF DIRECTORS

26. The directors shall not be liable to retirement by rotation and accordingly the second and third sentences in regulation 79 of Table A shall not apply to the Company nor shall any other references to retirement by rotation in Table A.

MEMBERS' APPOINTMENTS

27. A member or members having the right to attend and vote at any general meeting of the Company and holding a majority in nominal value of the shares giving that right may from time to time by notice to the Company remove any director from office or appoint any person to be a director, and any such removal or appointment shall be deemed to be an act of the Company and not only of such member or members. Any such notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from such member or members. Any such signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised corporate representative.

PROCEEDINGS OF DIRECTORS

28. *Regulation of meetings*

The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

29. *Calling and notice of meetings*

29.1 A director may, and the secretary on the requisition of a director shall, at any time call a meeting of the directors. Notice of every meeting of the directors shall be given to every director, but the non-receipt of notice by any director shall not invalidate the proceedings at any meeting of the directors. Any director may waive his entitlement to notice of any meeting and such waiver may be prospective or retrospective.

29.2 A director absent or intending to be absent from the United Kingdom shall be entitled to request that notices of meeting of the directors (or any committee of the board) be sent to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no such request is made to the Directors, it shall not be necessary to give notice of a meeting to a director who is for the time being absent from the United Kingdom.

30. *Quorum*

The quorum necessary for the transaction of the business of the directors shall be two PROVIDED THAT in circumstances where there is one director only, the quorum for any meeting of directors or committee of directors shall be one and that director or his alternate shall exercise all the powers and discretions expressed to be vested in the directors by the regulations of Table A and by these articles.

31. *Voting*

Questions arising at a meeting shall be decided by a majority of votes. The chairman shall not have a second or casting vote at meetings of the board.

32. *Participation by conference telephone*

Any director may participate in a meeting of directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

33. *Provisions where the sole member is also a director*

Where the Company, having only one member, enters into a contract (other than a contract entered into in the ordinary course of the Company's business) with the sole member of the Company and such sole member is also a director of the Company the terms of such contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of directors following the making of the contract.

34. *Committees*

Any meetings of a committee appointed under regulation 72 of Table A shall be governed mutatis mutandis by articles 28 to 33 (inclusive) of these articles.

SECRETARY

35. 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. The directors may from time to time by resolution appoint one or more joint, assistant or deputy secretaries to exercise the function of the secretary. Regulation 99 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

36. *Appointment, removal and cessation*

36.1 Any director may at any time appoint another director or any other person to be his alternate director and may at any time terminate such appointment. Any such appointment or removal shall be by notice from the director to the Company.

36.2 Any person appointed as an alternate director shall vacate his office as such alternate director if and when the director by whom he has been appointed vacates his office as director otherwise than by retirement and re-election at the same meeting and upon the happening of any event which, if he were a director would cause him to vacate such office.

37. *Powers and notices*

An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director, and to be counted in a quorum at, any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply mutatis mutandis as if he were a director. If an alternate director is himself a director, he shall be entitled in such circumstances as aforesaid to exercise the vote of the director for whom he is an alternate in addition to his own vote. If an alternate director's appointor does not sign the same the alternate director's signature to any resolution in writing of the directors shall be as effective as the signature of his appointor. The foregoing provisions of this article 40 shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member.

38. *Interests*

Any alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements and be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct.

PENSIONS AND ALLOWANCES

39. The directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or a subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, subject always, if so required by law, to particulars with respect to the proposed payment being approved by the Company, and a director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

THE SEAL

40. *Sealing*

If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal.

41. *Foreign seal*

The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

42. *Dispensation*

The Company may dispense with the need for a company seal insofar as permitted by the Act.

NOTICE

43. *Form of notice*

Any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing. Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile.

44. *Address for service*

The address for service of any notice shall be as follows:

the case of a member or his legal personal representative or trustee in bankruptcy:	such member's address as shown in the register of members of the Company;
in the case of a director:	his last known address or at the address notified by him to the Company for that purpose;
in the case of a meeting of the directors:	the place of the meeting;
in the case of the Company	its registered office;
in the case of any other person	to his last known address.

45. *Service*

45.1 Any such notice shall be deemed to have been served and be effective:

(a) if delivered personally, at the time of delivery;

(b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first;

(c) if sent by telex or facsimile, at the time of transmission (if sent during Business Hours) or (if not sent during Business Hours) at the beginning of Business Hours next following the time of transmission ; and

(d) if sent by cable or telegram, at the time of delivery.

45.2 For the purposes of this article 48, "Business Day" means any day other than a Saturday, Sunday or any day which is a public holiday in the place to which the notice in question is sent and "B usiness Hours" means the hours of 09.00 to 17.30 on a Business Day in the place to which the notice in question is sent.

45.3 In proving such service it shall be sufficient to prove that personal delivery was made, or that such notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted.

45.4 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 of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.

WINDING UP

46. In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

INDEMNITY

47. *Indemnity*

Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 144 or 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

48. *Insurance*

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any liability referred to in section 310(1) of the Act.