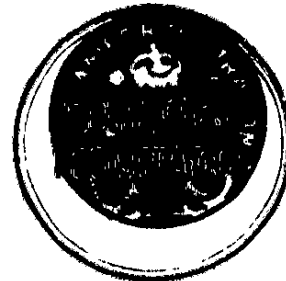
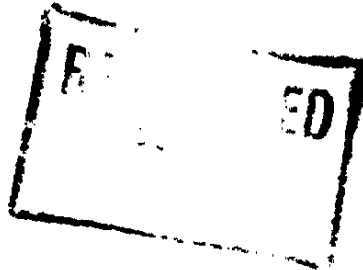


# THE COMPANIES ACT, 1929.



A Co.  
Companies'  
Registration  
Fee Stamp  
must be  
inserted  
here.

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

*Pursuant to Section 15 (2).*

*Insert the  
Name of the  
Company.*

**INTERNATIONAL ABRADIO**

**LIMITED.**

*Attest*

**Washfields,**

**Bank Buildings, Princes Street,**

**London, E.C.2.**

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Elmwood Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
8 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

3, VIVIAN EDWARD ARBITAGE SMITH

of 1, Bank Buildings, Princes Street, London, E.C.2.

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

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

of INTERNATIONAL AERADIO

Limited, and that all the requirements of the Companies Act  
in respect of matters pertaining to the registration of the  
Company and incidental thereto have been complied with and that  
this solemn Declaration conscientiously fulfils the requirements  
and by virtue of the provisions of the "Statutory Regulations, 1947."

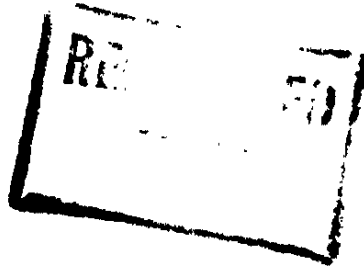
Declared at 1, Bank Buildings,  
Princes Street, London, E.C.2.

the 1st day of January, 1947.

Before me,

*E. G. G. G.*

THE COMPANIES ACT, 1929.



CONSENT

TO ACT AS

DIRECTOR OF A COMPANY.

Pursuant to Section 140 (1) (a).

Insert the  
Name  
of the  
company.

INTERNATIONAL AIRWAYS  
LIMITED.

Freshfields,

1, Bank Buildings, Princes Street,

London E.C. 2.

to the undersigned, hereby testify (\*)

our

consent

as Director of

International Aeradio

Limited,

pursuant to s. 110 (1) (a) of the Companies Act, 1929.

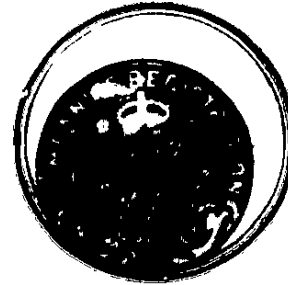
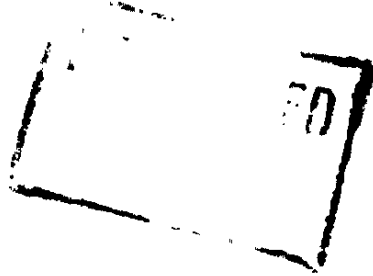
This Margin is to be reserved for binding

*Signature.	Address.	Description.
	33, Edgerton Crescent, London, S.W.3.	Member of Board of British Overseas Airways Corporation.
	58, Grompton Court, Pelham Street, London S.W.3.	Technical Director, British Overseas Airways Corporation.
	The Aviary, Windmill Lane, Southall, Middlesex.	Deputy Chairman, British Overseas Airways Corporation.
	The Lees, Whiteleaf, Buckinghamshire.	Navigation and Telecom- munications Manager, British Overseas Airways Corporation.
	26, Hill Street, London, W.1.	Group Captain, R.A.F.
	45, Abingdon Road, Kensington, London, W.8.	Operations Manager, British South American Airways Corporation.

on the 12<sup>th</sup> day of January 1927

on the 12<sup>th</sup> day of January 1927, the authority must be produced.

# THE COMPANIES ACT, 1929.



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

List of the Persons who have consented to be Directors of a Company.  
*Pursuant to Section 140 (3).*

*the Name  
Company*

INTERNATIONAL AERADIO

.....Limited.

Section 140 (3) provides that:—

On the application for registration of the Memorandum and Articles of a company the applicant shall deliver to the registrar a list of the persons who have consented to be directors of the company, and, if this list contains the name of any person who has not so consented, the applicant shall be liable to a fine not exceeding fifty pounds.

*ented by*

.....fields,

1, Bank Buildings,

Princes Street,

.....

[SEE BACK.]

The Solicitors' Law Stationery Society, Limited,  
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 40 Bedford Row, W.C.1, 6 Victoria Street, E.W.1,  
Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

... Limited,  
... to the Registrar of Companies, pursuant to section 140 (3) of  
... Companies Act, 1929, by FREEMAN

of 1, BANK BUILDINGS, PRINCE ST.  
LONDON, E.C.2

the Applicant(s) for registration of the Memorandum and Articles of  
the Company.

Surname	Christian Name.	Address and Description.
...	John Ronald	33, Edgerton Crescent, London, S.W.3.  Member of Board of British Overseas Airways Corporation.
...	Sir Victor Hubert	58, Crompton Court, Pelham Street, London, S.W.3.  Technical Director, British Overseas Airways Corporation.
...	Whitney Willard	The Aviary, Windmill Lane, Southall, Middlesex.  Deputy Chairman, British European Airways Corporation.
...	Budley	The Lees, Whiteleaf, Buckinghamshire.  Navigation and Telecommunications Manager British European Airways Corporation.
...	Patrick David	26, Hill Street, London, W.1.  Group Captain, Royal Air Force
...	Albert Gordon	45, Abingdon Road, Kensington, London, W.8. Operations Manager, British American Airways Corporation

Signature of  
Applicant(s).

*Freeman*

# THE STAMP ACT 1891.

(54 & 55 Vict. Ch. 39.)

COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF

INTERNATIONAL AERADIO

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1893, Section 30 of the Finance Act 1907, and Section 41 of the Finance Act 1908.

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

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

Presented by

Freshfields,

1, Bank Buildings,

Princes Street, London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,

1, Cannon Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;

5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

INTERNATIONAL AERADIO

, Limited,

is £ 250,000 , divided into 250,000

Shares of One pound each.

Signature



Description

Solicitors to the Company.

Dated the

1st

day of

January,

1947.

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

RECEIVED  
MEMORANDUM OF ASSOCIATION

INTERNATIONAL AERADIO LIMITED.

1. The name of the Company is "INTERNATIONAL AERADIO LIMITED."
2. The registered office will be situate in England.
3. The objects for which the Company is established are :—
  - (1) To send and receive signals, messages and communications to and from aircraft, dirigibles and all other vehicles propelled in the air and to send and receive signals, weather reports, messages and communications of all kinds and descriptions and to create, install and operate systems of communication in all parts of the world and to improve and prosecute the art and business of electric communication and to radiate, receive and utilise electro-magnetic waves.
  - (2) To lay out, establish, acquire, construct, lease, own, provide, maintain, install, equip and operate stations and plants for transmitting, broadcasting, receiving and utilising electro-magnetic waves and to construct and install all electric, generating and power stations, dynamos and other equipment necessary or desirable therefor in connection with the business of the Company.
  - (3) To establish, acquire, lease, own, provide, maintain, install, equip and operate testing grounds, slipways, waterways, hangars, garages, warehouses, wharfs, quays, docks, works, factories, workshops, buildings, offices, hotels, restaurants, shops, vessels, aircraft, projectiles and flying machines of all kinds whether self-propelled or otherwise, vehicles and other accommodation or facilities for or in connection with the business of the Company and to subsidise or otherwise assist or take part in any such objects and to provide dwelling-houses, rest-houses and other accommodation for employees of the Company.
  - (4) To lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell or otherwise dispose of, trade in and deal with wireless and radio sets, navigational aids, systems and appliances and electrical commercial appliances of whatever nature and description in all parts of the world and to make tests and improvements for the purpose of developing and improving the same; to act as experts and general designing specialists and agents.
  - (5) To install, equip and maintain all kinds of communicating and receiving apparatus, wireless, radio or otherwise, on all aircraft and other vehicles propelled in the air or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.
  - (6) To make and carry into effect arrangements and agreements with His Majesty's Government, and with the Governments of British Dominions and Colonies and foreign states, Air Transport undertakings and agencies, railway companies, shipowners, shippers and others for all or any purposes of the Company.
  - (7) To act as radio or wireless or electrical engineers, contractors and manufacturers, and to prepare plans and designs for the construction, installation, maintenance and operation of wireless receiving and transmitting stations in the air and on, above or under land or water and to manage or assist in the management of any such stations which may be established or maintained by or belong to any government, municipality, authority, corporation, company, body or person upon such terms as the Company may consider expedient.
  - (8) The purposes, objects and powers of the Company shall be construed to include and embrace communications by wire line facilities as fully and to the same extent as its purposes, objects and powers apply or relate to radio communications and facilities, including, but without limitation, the power to lease or otherwise acquire and operate wire line circuits and facilities for the transmission of communications for or relating to aviation.

- (9) To promote, establish, maintain, develop and carry on any school for the training and instruction of the Company's staff and others, or to make arrangements for such training or instruction, and to subsidize or otherwise assist or take part in any such objects.
- (10) To deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in such business and to manufacture such articles and things.
- (11) To undertake the conduct, management, agency and administration on behalf of any other corporation, company, body or person, of any business or undertaking of a kind which the Company is authorized to carry on.
- (12) To adopt such means of making known the services afforded by the Company and the countries and places which it serves as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (13) To make and carry into effect arrangements by way of partnership, co-ownership, working agreement or co-operation, or for sharing or pooling receipts, expenses, profits or losses, or for reciprocal or other concession, or for the interchange of business accommodation and facilities or otherwise with any corporation, company, body or person carrying on or proposing to carry on or engage in any business or transaction capable of being conducted in conjunction with, or so as to benefit, the Company.
- (14) To make and carry into effect arrangements with any government, municipality or authority that may seem conducive to the furtherance of the Company's objects or any of them and to obtain from any such government, municipality or authority or otherwise any charter, right, privilege or concession which it may be deemed desirable to obtain and to carry out and exercise the same and comply with the conditions thereof.
- (15) To acquire on any terms, carry on and develop the whole or any part of the business, undertaking or assets of any corporation, company or person carrying on any business or undertaking of a kind which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company.
- (16) To amalgamate with any other company having objects altogether or in part similar to those of the Company upon such terms (including terms as to the issue or acceptance by the Company of fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, interest or securities, and the acceptance of liabilities) as the Company may think fit.
- (17) To guarantee all or any liabilities of and to assist or subsidize any customer of the Company or any corporation, company or person having objects similar to those of the Company or carrying on a business or undertaking of a kind which the Company is authorized to carry on.
- (18) To lend money to, and guarantee or undertake the obligations of and the payment of dividends and interest on, and for repayment or payment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations of, any company, in any case in which such loan, guarantee or undertaking may be considered likely, directly or indirectly, to further the objects of the Company or the interests of any of its members.
- (19) To acquire any real or personal property wherever situate or any estate, share or interest therein, or any option or other right in relation thereto, either absolutely or by way of lease, hire or otherwise, or any right, concession or privilege which the Company may think necessary, convenient or suitable for its objects.
- (20) To obtain or acquire by application, purchase, licence or otherwise and to exercise and use and to grant licences to others to exercise and use patent rights, concessions or other protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such rights, concessions or protection, and to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (21) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (22) To sell, exchange, lease, let, grant licences, easements and other rights over, or otherwise dispose of, or deal with, any real and personal property, assets, business, rights and effects of the Company or the undertaking of the Company.

any part thereof or any option or series right in relation thereto, or any part or interest therein for such consideration and generally on such terms as the Company may determine.

- (23) On any sale, disposition, or arrangement by or with the Company to accept payment, in whole or in part, in cash payable by instalments or otherwise, fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, debentures or any other securities whatever and subject or not to any restriction as to transfer or otherwise and generally on such terms as the Company may determine.
- (24) To promote or aid in the promotion of any company or companies for the purpose of acquiring the business or undertaking or assets of the Company or any part thereof or for any purpose deemed calculated to benefit the Company directly or indirectly.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in the shares, stocks or securities of any company promoted by the Company or carrying on or proposing to carry on any business or undertaking of a kind which the Company is authorised to carry on.
- (26) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or obtaining any statutory powers or provisional order or otherwise furthering the interests of the Company or its members and to oppose any such steps taken by any other authority, corporation, company, body or person, which step is considered likely directly or indirectly to prejudice or affect the interests of the Company or its members.
- (27) To make donations or grant gratuities, prizes or allowances or participations in profits or otherwise to and to assist, support, maintain and contribute to schemes for the benefit of, either as principals or as trustees, officers or employees of the Company or as persons connected with the Company, dependants, relations or connections of such persons, or for any objects, and to establish and maintain any such scheme or to the establishment or support of any such scheme, which may be considered calculated to further or to advance the interests of the Company or any of its members.
- (28) To borrow or raise money on any terms as to repayment, interest, and secure the same by and create and issue bonds, debentures, debenture stock, perpetual or redeemable, mortgages, or negotiable or non-negotiable, to mortgage or charge all or any of the property and interests of the Company in the undertaking of the Company, or any part thereof, to guarantee any securities so issued and to receive deposits of money on any terms.
- (29) To make, accept, endorse, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (30) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (31) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (32) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (33) To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend money to any person or company and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company.
- (34) To distribute amongst the members of the Company in specie any property of the Company.
- (35) To do all or any of the above things in any part of the world and either alone or in conjunction with others, and either as principals or by or through agents, trustees, contractors or otherwise.
- (36) To do all other things whatsoever, whether of the like or other nature, which may be conveniently carried on and done in connection with the Company's objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.

It is hereby declared that the word "company" in this clause except where reference to the Company, shall be deemed to include any partnership or other association of persons, whether corporate or unincorporate, and whether incorporated or resident in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in each paragraph, be independent of the objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph of the name of the Company.

The liability of the members is limited.  
 The share capital of the Company is £250,000, divided into 250,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number and class of shares taken by each subscriber
David Stirling Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
George Wallace 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
A. Wood 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
J. A. M. Murray 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
E. J. Holmes 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
R. Kirby 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share
W. J. ... 1, Bank Buildings, Prince Street, London E.C.2, Solicitor-at-Law	One "A" Share

Dated the 1st day of January 1907

Witness to the above Signatures

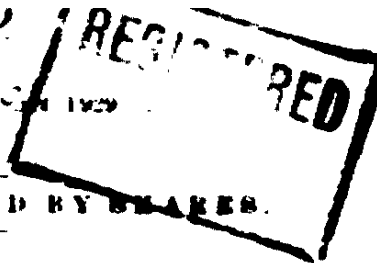
*[Signature]*

J. D. Murray  
Prince Street

London E.C.2

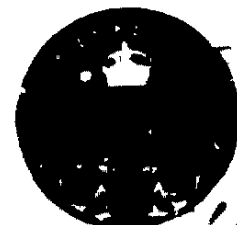


427272



The Companies Act 1929

ANY LIMITED BY SHARES.



## Articles of Association

OF

# INTERNATIONAL AERADIO LIMITED.

### TABLE "A."

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

### INTERPRETATION.

2. In these Articles, unless the context otherwise requires, the words set forth in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof:—

WORDS.	MEANINGS.
The Act .. ..	The Companies Act 1929.
The Statute .. ..	The Companies Act 1929 and every other Act for the time being in force concerning limited liability companies and affecting the Company.
These Articles .. ..	These Articles of Association and the regulations of the Company from time to time in force.
Office .. ..	The registered office of the Company.
Register .. ..	The register of members kept in accordance with the Statute.
Board .. ..	The Directors for the time being of the Company or any of them acting as the Board of the Company.
Seal .. ..	The common seal of the Company.
Original capital .. ..	The capital specified in the Memorandum of Association of the Company.

"Executors" include administrators.

Words importing individuals include corporations.

"In writing" and "written" include printing, lithography and other modes of representing or reproducing words in a visible form.

"Dividend" includes bonus.

"Paid-up" includes credited as paid-up.

"Secretary" includes a company of assistant Secretaries and any person appointed by the Board to perform the duties of the Secretary.

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

### BUSINESS.

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board to such extent and at such time or times as they shall think fit, and further may be suffered by them to be in total or partial abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

### CAPITAL.

4. The original capital of the Company is £250,000, divided into 250,000 ordinary shares of £1 each, which shall, for the purposes of the special rights of appointing Directors provided for by Article 78 (i), be divided into groups as follows:—

Group.	Number of Shares.	Identification No. of Shares.
A .. ..	187,500	1 to 187,500
B .. ..	25,000	187,501 to 212,500
C .. ..	37,500	212,501 to 250,000

Except as regards the said special rights of appointing Directors all the said ordinary shares shall, and be subject to the same rights and incidents and shall rank for dividend and in all other respects *pari passu* as a single class of shares.

Subject to Article 4 and without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

6. Subject to the provisions of Section 46 of the Act, any preference shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of such shares shall by Special Resolution determine.

#### SHARES.

7. Subject to the provisions of Articles 4 and 47, the shares of the Company (whether forming part of the original capital or not) shall be at the disposal of the Board who may allot or otherwise dispose of them to such persons (including any Director of the Company) at such times and for such consideration and upon such terms and conditions as the Board may determine, and with full power for the Board to give to any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Board may think fit.

8. The Company (or the Board on behalf of the Company) may on any issue of shares pay such brokerage or underwriting commission as may be lawful.

9. Except as ordered by a court of competent jurisdiction or as by Statute required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

10. Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of such sum not exceeding one shilling for every certificate, after the first as the Board shall from time to time determine. Every certificate shall be under the seal, shall bear the autographic signature of at least one Director and the Secretary and shall specify the shares to which it relates and the amount paid up thereon: Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate to the person whose name stands first in the register shall be sufficient delivery to all.

11. If a share certificate be defaced, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one shilling and on such terms, if any, as to evidence and indemnity and the out-of-pocket expenses of the Company of investigating such evidence as the Board think fit.

#### MODIFICATION OF RIGHTS.

12. The special rights attached to any class of shares (other than the special rights of appointing Directors attached by Article 78 to any group of shares, which rights shall not be altered) may, unless otherwise expressly provided by the conditions of issue of the shares of that class, be varied, abrogated or affected either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders.

13. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum.

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

#### CALLS ON SHARES.

15. The Board may from time to time make calls upon the members in respect of any shares allotted to them (whether on account of the amount of the shares or by way of premium) and in accordance with the conditions of issue thereof made payable at fixed times, provided

...shall be payable at the time or times and place as specified for the payment of the last previous call, and each shareholder, subject to receiving at least fourteen days' notice specifying the time or times of payment, pay to the Company at the time or times and place as specified for the payment of the last previous call.

16. Unless otherwise specified a call shall be deemed to have been made at the time of the resolution of the Board authorizing the call was passed.

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

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 per cent. per annum as the Board may determine, but the Board may waive payment of such interest wholly or in part.

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

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

21. The Board may, if they think fit, receive from any member willing to advance the same all or any part of the moneys so advanced and upon any share held by him, and upon all or any of the moneys so advanced may (until the same shall, but for such advance, become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 10 per cent. per annum, as may be agreed between the Board and the member.

#### LIEN.

22. The Company shall have a lien on every share (not being a fully paid share) for all moneys whether presently payable or not, called or payable at a fixed date in respect of that share, and the Company shall also have a lien on all shares (not being fully paid shares) registered in the name of a single member for all moneys presently payable by him or his estate to the Company but the Board may at any time release any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

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

24. For giving effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

#### TRANSFER OF SHARES.

25. (A) Before transferring or requesting the Company to register a transfer of any shares, to any person not being already a member of the Company, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the transferor") shall (unless the proposed transfer is approved in writing by all the members of the Company and such approval is produced to the Board) give a notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned at the prescribed price to any member. A transfer notice once given shall not be revocable except with the consent of the Board. Shares of the Company shall not be included in the same transfer notice, and, should they be, such transfer notice may be treated as invalid.

the retiring member, after giving any transfer notice to the Company, may after calling on the purchasers willing to purchase the shares included in any of such shares, and shall give notice in writing thereof to the Company, which shall be bound, upon payment of the prescribed price, to transfer the shares included in the transfer notice, or those for which the Company has found purchasers, to the respective purchasers thereof.

Every notice given by the Company under paragraph (a) stating that it has found purchasers for any shares shall state the name and address of the purchaser and the number of shares offered to be purchased by him, and the purchase shall be completed at a place to be appointed by the Company, not being more than twenty-eight days after the giving of the notice.

And in any case a retiring member, after having become bound to transfer any shares to a purchaser, shall make default in transferring the shares, the Board may authorize some person to transfer the shares to the purchaser, and the Company may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the shares, and shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and he shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

(b) If the Company shall not within a space of one month after receiving a transfer notice find members desiring to purchase all the shares mentioned in the transfer notice, and give notice in writing thereof to the retiring member, or if the Company shall within the space aforesaid give to the retiring member notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the retiring member shall at any time within four months after giving the transfer notice be at liberty to transfer the shares, or those for which the Company has not found purchasers, to any person on a bona fide sale of such shares at any price, not being less than the prescribed price, but so that before passing any such transfer the Board may require to be satisfied in such manner as they may reasonably require that the shares included in the transfer notice are being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance whatsoever to the purchaser.

(c) By the expression "the prescribed price" used in this Article is meant the fair value of a share of the class included in the transfer notice to be determined and certified by the Auditors of the Company on the application of the Company (which application shall be made forthwith after the transfer notice is received), such Auditors to act as experts and not as arbitrators in so determining and certifying and their decision to be final.

(d) All shares included in any transfer notice shall be offered by the Company in the first instance for sale at the prescribed price to all the members (other than the member giving the transfer notice) on the terms hereof and so that in the case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing share holdings. All offers of shares under this paragraph shall be made by writing sent through the post in prepaid letters addressed to the members at their respective registered addresses as appearing in the register and every such offer shall limit a time (not being less than twenty-eight days) within which the offer must be accepted or in default may be treated as declined.

26. The legal personal representatives of any member dying shall be bound at any time after the expiration of six months from the date of his death, if and when called upon in writing by the Board so to do, to give a transfer notice in respect of all the shares at any then still remaining registered in the name of the deceased member, and should such legal personal representatives fail to give such transfer notice within a period of fourteen days after being so called upon, they shall be deemed to have given such transfer notice at the expiration of the said period of fourteen days and the provisions of these presents shall have effect accordingly.

27. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of the bankruptcy the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of these presents shall apply accordingly.

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

29. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until his name is entered in the register of members in respect thereof.

...shall have their absolute disposition, and without assigning any reason, to register any transfer of shares to a person not being already a member of the Company.

The Board may also refuse to recognize any instrument of transfer unless—

- A. Such fee, not exceeding two shillings and sixpence as the Board may from time to time require is paid to the Company in respect thereof; and
- B. The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of transferor to make the transfer.

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

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

#### TRANSMISSION OF SHARES.

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

35. The rights of the executors or administrators of a deceased shareholder shall be subject in all respects to the provisions of Article 36 hereof.

36. On the death or bankruptcy of a member such evidence of the title of the executors or administrators of the deceased or of the trustee in bankruptcy of the bankrupt as may be required by the Board shall be produced within a period of three months after the death or bankruptcy as the case may be.

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled (subject to the provisions of Article 36 hereof) to receive and may give a discharge for all dividends and interest payable in respect of the share, but he shall not be entitled to receive notice of or to attend any meetings of the Company or, save as aforesaid, to vote at the same as holder of a member.

38. There shall be paid to the Company in respect of the production of any probate, letters of administration, certificate of marriage or death, or other document relating to or affecting the title to any share such fee, not exceeding two shillings and sixpence, as the Board may from time to time require or prescribe.

#### FORFEITURE OF SHARES.

39. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during which such sum as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by reason of such non-payment.

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

41. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

42. When any share has been forfeited notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be), but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

43. A forfeited share may be sold, re-allotted or otherwise disposed of upon such terms and in such manner as the Board think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board think fit.

45. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company in respect of the shares with interest thereon from the date of forfeiture until payment at such rate not exceeding 10 per cent. per annum as the Board may determine, but his liability shall cease if and when the Company receive payment in full of such moneys together with interest as aforesaid.

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

#### INCREASE OF CAPITAL.

47. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

48. All new shares (except fully or partly paid-up shares issued in payment of any property or rights acquired by the Company) shall before issue be offered to each person as at the date of the offer are entitled to receive from the Company notices of the Meetings in proportion, as nearly as the circumstances admit, to the amount of the shares then registered in their names. Such offer shall be made by notice specifying the number of shares offered, and limiting a time (not being less than seven days) within which the offer if not accepted will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered or any specified number of them, the Board may dispose of the same in such manner as they think fit and beneficial to the Company. The Board may, with the like approval, dispose as they think fit of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot in the opinion of the Board be conveniently offered under this Article.

49. The new shares shall be subject to the same provisions with respect to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the existing capital, and subject to the provisions of these Articles as to the rights of the holders of the new shares as to dividend and participating in assets in a winding up to the Company shall be the resolution increasing the capital or by any subsequent ordinary resolution determining. Unless or until otherwise so determined the new shares shall be issued as an increase of ordinary shares of Group A, Group B and Group C in proportion to the number of shares of each group at the time of the issue of the new shares.

#### ALTERATION OF CAPITAL.

50. The Company may by ordinary resolution:—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of Section 50 (1) (B) of the Act.
- (C) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

51. The Company may by Special Resolution reduce its capital and any capital redemption reserve fund in any manner and with and subject to any incident authorised and consent required by law.

#### GENERAL MEETINGS.

The statutory General Meeting shall be held at such time (within a period being not less than one month nor more than three months from the date on which the Company commences business) and at such place as the Board may determine.

52. A General Meeting shall be held in every calendar year at such time (not being more than fifteen months after the holding of the last preceding meeting) and place as may be determined by the Board.

53. The General Meetings mentioned in the last preceding Article shall be called Ordinary General Meetings; all other General Meetings except the statutory meeting shall be called Extraordinary General Meetings.

ARTICLE IV  
OF THE BY-LAWS OF THE COMPANY  
Section 114 of the Act relating to Meetings  
Extraordinary General Meeting

Notwithstanding the provisions of Section 114 of the Act relating to meetings convened for the purpose of passing Special Resolutions a 14 days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) 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 in manner prescribed by these Articles to such members as are under the provisions therein contained entitled to receive notices from the Company, but with the consent in writing of all such members a meeting may be convened by a shorter notice and in any manner such members may think fit. The accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

**PROCEEDINGS AT GENERAL MEETINGS.**

56. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Ordinary General Meeting, with the exception of sanctioning dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Auditor and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Directors and Auditors.

57. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided by these Articles or required by the Statutes, four members present in person shall be a quorum for all purposes.

58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day, time and place as the Board shall determine and notice of the adjourned meeting shall be given as in the case of an original meeting. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

59. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.

60. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place as the meeting may determine, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid or as required by Article 59 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

61. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person and entitled to vote or by any member or members present in person or by proxy and entitled to vote in respect of not less than fifteen per cent. of the issued share capital of the Company entitling the holders to vote at the meeting.

62. At any General Meeting unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

63. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

64. In the case of an equality of votes on any resolution, whether on a show of hands or a poll, the Chairman shall have a second or casting vote.

A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such place and in such manner as the Chairman directs.

65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

...or any officer or duly authorized agent, in person or by proxy, and in the case of a proxy, the proxy shall be recorded as a member

#### VOTES OF MEMBERS

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

69. In the case of joint holders of a share any one of them may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy that one of them so present in person or by proxy whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

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

71. No member shall be entitled to be present or vote either in person or by proxy at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

72. On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney, duly authorized in writing, or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.

73. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as the representative of a corporation pursuant to Article 67.

74. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certificate copy of such power or authority, shall be deposited at the office not less than ~~four~~ <sup>three</sup> hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

75. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:—

#### "INTERNATIONAL AMRADIO LIMITED.

"I, \_\_\_\_\_, of \_\_\_\_\_,  
"being a member of the above-named Company, hereby appoint  
"\_\_\_\_\_, of \_\_\_\_\_,  
"as my proxy to vote for me and on my behalf \* \_\_\_\_\_ the Resolution(s)  
"to be submitted to the [Ordinary or Extraordinary as the case may be]  
"General Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
"19\_\_\_\_, and at any adjournment thereof.  
"Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_."

\* Please insert "for" or "against". If no insertion is made the proxy will be used in favour of the Resolution(s).

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

#### DIRECTORS.

77. The Board of Directors shall consist of not more than nine Directors appointed pursuant to Article 78.

78. (a) The Directors shall be appointed as follows: seven Directors by the holders of group "A" ordinary shares for the time being issued; two Directors by the holders of group "B" ordinary shares for the time being issued.

...to the Capital (Securities)  
...on behalf of all the holders of  
...at the office or by resolution  
...of such holders.

Director may at any time be removed before the termination of his period of office by a resolution in writing delivered at the office or by an Extraordinary General Meeting of such holders.

For every meeting of holders of a group of shares convened for any of the purposes of these Articles all the provisions of these Articles relating to General Meetings of the Company shall *mutatis mutandis* apply, save that (a) the necessary quorum shall be two such holders present in person or by proxy, (b) any such holder present in person or by proxy may demand a poll, and (c) the Chairman of the meeting shall be chosen by the meeting and shall not have a second or casting vote.

57. Whenever a vacancy has occurred or is about to occur among the Directors and has not been filled, the Board may and shall on the request in writing of any holder of the shares of the group concerned cause a separate meeting of the holders of the shares of that group to be convened for the purpose of filling such vacancy, and if the Board shall make default for seven days in convening such meeting the same may be convened by the holder making such request. Any holder of shares of Group A or Group B may at any time in like manner request the Board to convene a meeting to consider the removal of a Director holding office under an appointment made by the holders of that group and may, on a like default, himself convene such meeting.

(VI) An appointment of a Director hereunder may be made in contemplation of the occurrence of a vacancy to take effect upon the actual occurrence of such vacancy.

79. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be divided among the Directors as the Board shall by resolution determine, or, in default of such determination, equally, except that any Director holding office for a part only of the period in respect of which such remuneration is payable shall only rank in such division in proportion to the part of the period during which he has held office. The Directors shall also be paid any travelling, hotel and other expenses incurred by them in attending and returning from Board Meetings or otherwise incurred while engaged on the business of the Company.

80. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company, shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, or otherwise as the Board may determine.

81. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 146 of the Act.

82. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as the Board think fit, including the exercise of such voting power in favour of any resolution appointing the Board, or any of their number, Directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other capacity is or may be interested in the exercise of such voting rights in manner aforesaid.

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

- (a) If he tenders his resignation in writing ;
- (b) If he becomes bankrupt or compounds with his creditors ;
- (c) If he becomes of unsound mind or the other Directors unanimously resolve that he is physically or mentally incapable of performing his duties as a Director ;

It is hereby resolved that the business of the Company shall be managed by the Board for six calendar months without leave and the Board resolve that this office be vacated.

#### POWERS AND DUTIES OF DIRECTORS.

84. The business of the Company shall be managed by the Board, who may exercise all the powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board, and the provisions contained in these Articles as to any specific powers of the Board shall not be deemed to abridge the general powers hereby given.

#### PROCEEDINGS OF BOARD.

85. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Board Meeting by a notice served upon each member of the Board. It shall not be necessary to give notice to any Director for the time being absent from the United Kingdom.

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

87. Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

88. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board. The quorum necessary for the transaction of the business of the Board may be determined by the Board, and unless otherwise determined the quorum shall be four Directors.

89. The continuing Directors may act, notwithstanding any vacancy in their body, but so that if the number falls below four the Directors shall not, except for the purpose of convening a General Meeting of the Company or a separate meeting of the holders of shares of any class or group, act so long as their number is below four.

90. The Board may delegate any of their powers (except the power to borrow money) to committees consisting of such member or members of their body as they think fit. Any Committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

91. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under the provisions of the last preceding Article.

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

93. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Board Meetings shall be as valid and effectual as if the same had been passed at a Board Meeting duly convened and held.

94. The Board shall cause minutes to be made in books provided for the purpose of the proceedings at all meetings of the Company, and of the Board and of committees of the

#### LOCAL MANAGEMENT.

The Board may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any Local Board or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board

...but no ... shall be ...  
... power of attorney appoint any company,  
... whether nominated directly or indirectly  
... the Attorney or Attorneys of the Company for such purposes and with  
... and discretions not exceeding those vested in or exercisable by the  
... and for such period and subject to such conditions as they may  
... such powers of attorney may contain such provisions for the protection  
... persons dealing with any such attorney as the Board may think fit, and  
... any such attorney to sub-delegate all or any of the powers, authorities  
... vested in him.

#### ROTATION OF DIRECTORS.

97. At the Ordinary General Meeting in the year 1948 and at the Ordinary General Meeting in every subsequent year, one-third of the Directors for the time being shall retire from office. If their number is not a multiple of three the Board shall determine what number of Directors as nearly one-third as may be shall retire from office, so that the whole number shall retire from office in three years. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

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

99. A retiring Director shall be eligible for re-appointment.

100. Whenever any Director is due to retire by rotation at an Ordinary General Meeting the Board shall cause a separate meeting of the holders of the shares of the group concerned to be convened for the same day as the day appointed for such Ordinary General Meeting for the purpose of filling the vacancy to be caused by such retirement, unless in the meantime an appointment to fill such vacancy has been duly made by the holders of the shares of that group.

#### ALTERNATE DIRECTORS.

101. Any Director may by writing under his hand left at the office nominate any other Director or any other person approved by the Board for the purpose to act as alternate Director in his place at any meeting at which he is not present, and at his discretion may remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director he represents. Any Director acting as alternate Director shall have an additional vote at Board Meetings for each Director for whom he acts as alternate Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointer ceases for any reason to be a Director otherwise than by retiring and being immediately re-appointed.

#### MANAGING DIRECTOR.

102. The Board may from time to time appoint one or more of their body to the office of Managing Director, for such period and on such terms as they think fit, and, subject to the terms of any contract entered into in any particular case, may revoke such appointment.

103. A Managing Director while he continues to hold that office shall not be subject to the provisions of these Articles as to retirement by rotation, and shall not be taken into account in determining the rotation or retirement of Directors or the number of Directors to retire, but, subject to the provisions of any contract between him and the Company, he shall be subject to the same provisions as to disqualification, resignation and removal as the other Directors of the Company, and subject as aforesaid if he cease to hold the office of Director from any cause he shall, *ipso facto*, cease to be a Managing Director.

104. A Managing Director shall receive such remuneration (whether by way of salary or otherwise) as the Board may determine.

The Board may entrust to and confer upon a Managing Director any of the powers which may be exercised by them upon such terms and conditions and with such restrictions as they may think fit, and may from time to time revoke, withdraw, alter or vary all or any of

#### BORROWING POWERS.

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

...shall be in accordance with the provisions of that section... affecting the property of the Company or created by it... shall be deemed to have been made at such a meeting and every such meeting shall be deemed to have been made at such a meeting and every such meeting shall be deemed to have been made at such a meeting...

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

#### THE SEAL

109. The seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of at least one Director and of the Secretary, and each Director and Secretary shall sign every instrument to which the seal is so affixed in their presence.

110. The Company may exercise the powers conferred by Section 23 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

#### ACCOUNTS.

111. The Board shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the Company, and in particular proper books of account with respect to:—

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
- (B) All sales and purchases of goods by the Company.
- (C) The assets and liabilities of the Company.

112. The books of account shall be kept at the office or at such other place as the Board think fit, and shall always be open to the inspection of the Directors.

113. The Board shall from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any such account or book except as conferred by the Directors or by the authority of the Board.

114. Not later than eighteen months after the incorporation of the Company and subsequently once at least in every subsequent year, the Board shall lay before the Company in General Meeting a profit and loss account and a balance sheet, both made up to a date not more than nine months before the meeting, in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as are required by the Statutes.

115. Every such balance sheet shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Board as to the state of the Company's affairs and the amount (if any) which it recommends to be paid by way of dividend to the members and the amount (if any) which it proposes to carry to reserve. It shall also have attached to it the Auditors' report.

116. A printed copy of such profit and loss account, balance sheet and report of the Board and of the Auditors shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every member.

117. The date of the commencement and end of the financial year of the Company shall be fixed and may from time to time be varied by the Board.

#### AUDIT.

118. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### DIVIDENDS AND RESERVE.

119. The profits of the Company available for dividend and resolved to be distributed shall be applied in paying dividends to the members according to their rights and entitlements. The Company in General Meeting may declare dividends accordingly, but no dividend shall be paid in excess of the amount recommended by the Board or otherwise taken out of profits.

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

dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of its call and where carrying interest is treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

122. The Board may from time to time set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper which shall at the discretion of the Board be applicable for meeting contingencies or for the liquidation of any debt or liability of the Company or for repairing or maintaining or providing for obsolescence and depreciation of works, plant and machinery or other assets of the Company or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

123. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

124. Notice of any dividend that may have been declared shall be given in the manner prescribed by these Articles to the members entitled to share therein.

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

126. All dividends shall belong and be paid (subject to the Company's lien) to the members who shall be on the register at the date on which the dividend shall be declared, notwithstanding any subsequent transfer or transmission of shares.

127. Until otherwise directed, any dividend or interest payable in cash to the registered holders of shares may be paid by cheque or warrant sent through the post directed to the holder at his registered address or, in the case of joint holders, directed to the holder whose name stands first on the register in respect of the shares. Every such cheque or warrant shall, unless the holder or holders otherwise direct, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give additional receipts for any dividends, or other moneys payable in respect of the shares held by such joint holders.

128. Any General Meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, or in any one or more of such ways, and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.

#### CAPITALISATION OF PROFITS.

129. The Company by Ordinary Resolution may, upon the recommendation of the Board, resolve that it is desirable to capitalise any profits of the Company (including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Board be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled thereto had such profits been distributed in dividend instead of being capitalised and in the proportion in which they would have been so entitled, and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits, such shares or debentures to be allotted and distributed, credited as fully paid up, to and among such members in the proportion aforesaid, or partly in one way and partly in the other.

130. Whenever such a resolution has been passed the Board shall make all approved applications of the undivided profits resolved to be capitalised thereby, and shall allot and issue of fully-paid shares or debentures, if any, and generally shall do all such things required to give effect thereto, with full power to the Board to make such application by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled.

...or in satisfaction of, as the case may require, for the payment up by the Company ... by the application thereto of their respective proportions of the profits ... or in capitalising of the amounts or any part of the amounts remaining unpaid ... existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES.

131. Any notice or document may be served by the Company on any member either personally or by sending it by post to him at his registered address as appearing in the register. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register, and notice so given shall be sufficient to give to all the joint holders.

132. Any member described in the register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

133. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

134. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, and such service shall for all purposes be deemed as sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

#### WINDING UP.


135. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution, divide amongst the members in specie the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the Liquidator, with the like sanction, shall think fit.

#### INDEMNITY.

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

137. Subject to the provisions of the Statutes, every Director, Managing Director, Auditor, officer or servant for the time being of the Company, and any trustee for the time being acting in relation to any of the affairs of the Company, shall be indemnified out of the funds of the Company from and against all liabilities incurred by him in relation to the matters referred to in paragraph (c) of the proviso to Section 152 of the Act.

H.B. & Co.  
Bankers & Merchants  
London

Signature: 

Benjamin  
Princes Hall

Solent London E.C. 4

FOR THE FILE

427272



# Certificate of Incorporation

I Hereby Certify, That

INTERNATIONAL AIRADIO LIMITED

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

Given under my hand at London this 10th day of January One Thousand Nine Hundred and Forty Seven.

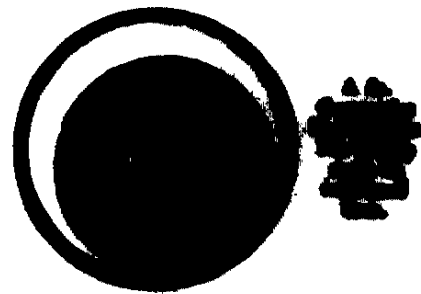
*A. H. Austin*  
Registrar of Companies

Certificate  
received by

Freshfields, 1 Bank Avenue,

111 Fleet Street London E.C.4? Date 10 January 1947

# THE COMPANIES ACT, 1929.



**DECLARATION** that the provisions of Section 94 (2) (b) of the Companies Act, 1929, have been complied with.

*Pursuant to Section 94 (2) (c).*

To be used by a Company which has delivered to the Registrar of Companies a Statement in lieu of Prospectus.

*Insert the  
Name of the  
Company.*

**INTERNATIONAL AIRWAYS**

**LIMITED.**

If any company commences business or exercises borrowing powers in contravention of Section 94 of the Act, every person who is responsible for the contravention is liable to a fine not exceeding £50 for every day during which the contravention continues.

*Presented by*

**J. L. Fields,**

**1, Bank Buildings,**

**Princes Street, London, E.C.2.**

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 40 Bedford Row, W.C.1; 6 Victoria Road, S.W.1;  
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3;  
and 157 Hope Street, Glasgow, 3.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6D. 175350.27-1.38

2315

Stretts, Stan Green, Holyrood in the County of Berkshire

being (\*) the Secretary

SECRET

**Index**

THAT every Director of the Company has paid to the Company on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares payable in cash.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1935.

Declared at Stephen House  
\* William H. H. H.

the 28<sup>th</sup> day of January 1947,

Before me,

Freeman Bought

A Commissioner for Oaths      for Notary Public or  
 Justice of the Peace



**Certificate** under Section 94 (3) of the Companies Act, 1929  
that a Company is entitled to commence business.

**I Hereby Certify,**

**INTERNATIONAL ABLEDO LIMITED**

in accordance with the provisions of Section 94 (3) of the Companies Act, 1929, is entitled

to

be registered at London this **Twenty-ninth** day of **January** One

Thousand Nine Hundred and **Twenty-seven**.

Registrar of Companies.

*Handwritten notes:*  
10/2/27  
10/2/27  
10/2/27



COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**  
of  
**INTERNATIONAL AERADIO LIMITED.**

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at 1 BANK BUILDINGS, PRINCES STREET, LONDON, E.C.2, on THURSDAY, the 4TH DAY OF MARCH, 1948, the sub-joined RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

**SPECIAL RESOLUTION.**

That the Articles of Association of the Company be and are hereby amended to the following extent:—

(a) Article 77 by the deletion of the word "ten" and the insertion in place thereof of the word "eleven".

(b) Article 78 (1) by the deletion of the word "eight" and the insertion in place thereof of the word "nine".

10 MAR 1948

*[Signature]*

*Chairman of the Meeting.*

THE COMPANIES ACT, 1929 & 1948

COMPANY LIMITED BY



## SPECIAL RESOLUTION

— OF —

# INTERNATIONAL AERADIO LIMITED

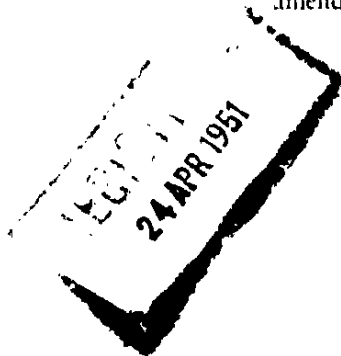
NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at No. 40, PARK STREET, LONDON, W.1, on WEDNESDAY, the 28TH DAY OF MARCH, 1951, the sub-joined RESOLUTION was duly passed as a SPECIAL RESOLUTION:

## SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be and is hereby amended to include the following object clauses:

3.1. a. To design, operate, manage, construct and maintain aerodromes, tracks or any surfaces together with all necessary and suitable buildings therefore and services ancillary thereto whether on the Company's own behalf or on behalf of others and whether commercially or by way of experiment or research or for any other purposes.

3.1. b. To carry on the business of printers, engravers, publishers, book and print sellers, book binders and art journalists, manufacturers and distributors of and dealers in engravings, prints, drawings and any written, engraved, painted or printed productions in all their branches and to reproduce by photography, by off-set duplicating, by silk screening or any other means.



March, 1951

*H. A. Adams*

H. A. ADAMS,

Secretary

2453

# Special Resolution

OF

## INTERNATIONAL AERADIO LIMITED

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, 40, Park Street, London, W.1. on FRIDAY, the FIRST day of SEPTEMBER, 1961, the above joined RESOLUTION was duly passed

REGISTERED

16 SEP 1961

### SPECIAL RESOLUTION

1. THAT the 187,500 "A" shares of £1 each and the 37,500 "C" shares of £1 each in the Capital of the Company be and they are hereby amalgamated into one class of 225,000 shares of £1 each ranking *pari passu* in all respects and to be called "A" shares.

2. THAT the Articles of Association of the Company be altered in manner following, that is to say:—

(a) By deleting the existing Article 4 and substituting therefor the following new Article 4, namely:—

"4. The Capital of the Company at the time of adopting this Article as one of the Articles of Association of the Company is £250,000 divided into 250,000 Ordinary shares of £1 each which shall for the purposes of the special rights of appointing Directors provided for by Article 78(1) as amended by the Special Resolutions of 19.5.47 and 4.3.48 respectively be divided into two groups as follows:—

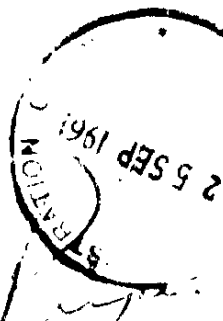
Group	Number of Shares	Identification number of Shares
"A"	225,000	1-187500 and 212501-250000
"B"	25,000	187501-212500

Except as regards the said special rights of appointing directors all the said Ordinary shares shall carry and be subject to the same rights and incidents and shall rank for dividend and in all other respects *pari passu* as a single class of shares."

(b) By deleting the words "two Directors" in line two of Article 78(1) and substituting therefor the words "one Director".

R. A. PAYNE,

Secretary.



INTERNATIONAL AERADIO LIMITED

NOTICE IS HEREBY GIVEN that a separate General Meeting of the holders of the "A" shares in the Capital of the above-named Company will be held at Aeradio House, 40, Park Street, London, W.1., on Friday the first day of September, 1961, at twelve o'clock noon for the purpose of considering and if thought fit of passing the following Resolution which will be proposed as an Extraordinary Resolution :-

R E S O L U T I O N

That this Meeting of the holders of the "A" shares in the Capital of the Company hereby consents to and sanctions :

- (1) The amalgamation of the "A" shares and the "G" shares of the Company into one class of 225,000 shares of £1 each to be known as "A" shares.
- (2) The alteration of the Articles of Association of the Company.
- (3) The surrender by all present holders of "A" shares in the Company with the exception of British Overseas Airways Corporation and British European Airways of such shares and the substitution therefor of an equivalent number of "B" shares.

By Order of the Board,

R. A. PAYNE,

Secretary.

Dated the 7th day of August, 1961.

40, Park Street,  
London, W.1.

Any member of the Company entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his stead, and a proxy need not be a member of the Company. The appointment of a proxy, to be effective, must be made by a member of the Company at least 48 hours before the appointed time.

COMPANY LIMITED BY SHARES

*Ordinary Resolution*  
OF  
**INTERNATIONAL AERADIO LIMITED**

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, Hayes Road, Southall, Middlesex, on WEDNESDAY, the SIXTEENTH day of MARCH, 1966, the subjoined RESOLUTION was duly passed as an ORDINARY RESOLUTION:—

**ORDINARY RESOLUTION**

1. THAT the Share Capital of the Company be increased by £125,000 being 125,000 shares of £1 each divided as follows:—

Group	Number of Shares	Identification number of Shares
"A"	112,500	250,001 to 362,500
"B"	12,500	362,501 to 375,000

2. THAT the Memorandum of Association of the Company be altered in manner following, that is to say:—

By deleting the existing Clause 5 and substituting therefor:—

"5. The Share Capital of the Company is £375,000 divided into 375,000 shares of £1 each."

3. THAT Article 4 of the Articles of Association of the Company be amended to include the additional shares as set out herein.

4. THAT the sum of £113,850 now forming part of the Capital Reserve of the Company be distributed in the form of a bonus issue of shares to Shareholders on the Register of Members at 1st January 1966, on the basis of one bonus share for every two shares held.

R. A. PAYNE,  
*Secretary.*

16 March 1966

*Authenticated true for*  
*R. A. Payne*

COMPANY LIMITED BY SHARES

*Ordinary Resolution*

OF

**INTERNATIONAL AERADIO LIMITED**

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, Hayes Road, Southall, Middlesex, on WEDNESDAY, the SIXTEENTH day of MARCH, 1966, the subjoined RESOLUTION was duly passed as an ORDINARY RESOLUTION:—

**ORDINARY RESOLUTION**

1. THAT the Share Capital of the Company be increased by £125,000 being 125,000 shares of £1 each divided as follows:—

Group	Number of Shares	Identification number of Shares
"A"	112,500	250,001 to 362,500
"B"	12,500	362,501 to 375,000

2. THAT the Memorandum of Association of the Company be altered in manner following, that is to say:—

By deleting the existing Clause 5 and substituting therefor:—

"5 The Share Capital of the Company is £375,000 divided into 375,000 shares of £1 each."

3. THAT Article 4 of the Articles of Association of the Company be amended to include the additional shares as set out herein.

4. THAT the sum of £113.850 now forming part of the Capital Reserve of the Company be distributed in the form of a bonus issue of shares to Shareholders on the Register of Members at 1st January, 1966, on the basis of one bonus share for every two shares held.

R. A. PAYNE,  
Secretary.

16th March 1966

*Authenticated true copy*  
*R. A. Payne*  
*Secretary*

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Name  
of the  
company

INTERNATIONAL AERADIO

REGISTERED  
13 APR 1953

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

signed by

R.A. Payne, F.C.C.S., Secretary

Aeradio House,

Hayes Road, Southall, Middlesex.

The Solicitors' Law Stationery Society, Limited  
1, Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1  
5, Southall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
2, 40 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTED BY THE COMPANIES BOOKS AND FORMS

INTERNATIONAL AERADIO

Limited, hereby gives you notice, pursuant to  
 Section 65 of the Companies Act, 1948, that by an Ordinary  
 Resolution of the Company dated the 16th day of March 1966  
 the Nominal Capital of the Company has been increased by the addition thereto of  
 the sum of £ 125,000 beyond the Registered Capital  
 of £ 250,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
112,500	A	£1
12,500	B	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
 subject to which the new shares have been, or are to be, issued are as follows :—

Pari passu with existing shares of the same class  
 respectively.

\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

*[Handwritten Signature]*

State whether Director  
 or Secretary

Secretary

20th

day of March

1966

STATIONAL STRADIO

COMPLETED

INCREASE OF NOMINAL CAPITAL PURSUANT TO  
THE STAMP ACT, 1991

The amount of the increase of Nominal Capital is Ten shillings for every £100 (Finance Act, 1933)

This statement is to be filed within 15 days after the passing of the Resolution by which the 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)

13 APR 1966

The NOMINAL CAPITAL of the above-mentioned Company has been increased by the addition thereto of the sum

dated 3rd March, 1965.

been increased by the addition thereto of the sum

of £ 250,000

beyond the Registered Capital of £ 250,000.

Signature

*[Signature]*

Date 10th April, 1966.

Description SECRETARY.

NOTE: Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of increase and a printed copy of the Resolution authorising the Increase.

Witnessed by

H.A. Payne, F.C.C.S.. Secretary

radio House,

Hayes Road, Southall, Middlesex.

COMPANY LIMITED BY SHARES

*Ordinary Resolution*  
OF  
**INTERNATIONAL AERADIO LIMITED**

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, Hayes Road, Southall, Middlesex, on WEDNESDAY, the EIGHTEENTH day of DECEMBER, 1968, the subjoined RESOLUTION was duly passed as an ORDINARY RESOLUTION:—

**ORDINARY RESOLUTION**

1. THAT the Share Capital of the Company be increased by £1,125,000 being 1,125,000 shares of £1 each divided as follows:—

Group	Number of Shares	Identification numbers of Shares
"A"	1,012,500	375,001 to 1,387,500
"B"	112,500	1,387,501 to 1,500,000

2. THAT the Memorandum of Association of the Company be altered in manner following, that is to say:—

By deleting the existing Clause 5 and substituting therefor:—

"5. The Share Capital of the Company is £1,500,000 divided into 1,500,000 shares of £1 each".

3. THAT Article 4 of the Articles of Association of the Company be amended to include the additional shares as set out herein.

4. THAT the sum of £342,300 now forming part of the General Reserve of the Company be distributed in the form of a bonus issue of shares on the basis of one Bonus Share for every one Share held by Shareholders registered on 15th November, 1968, on the condition that Shareholders who accept the Bonus Issue also agree to purchase a further two Shares for each one held prior to the Bonus Issue in such manner as may be directed by the Board.

R. A. PAYNE,

*Secretary.*

117-10

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
company

International Aeradio

### LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorizing the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

executed by

Document Filer's Reference... **S529**

**R.A. Payne, F.C.C.S.**

**Aeradio House,**

**Hayes Road, Southall, Middlesex.**

Form No. 10

The Solicitors' Law Stationery Society, Limited

INCORPORATED IN ENGLAND: 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
INCORPORATED IN WALES: 59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 49 & 21 North  
Colony, 2; 25-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2

SOLE SUPPLIERS OF COMPANIES BOOKS AND FORMS

Companies 6A

PTO

TO THE REGISTRAR OF COMPANIES,

International Aeradio

Limited, hereby gives you notice, pursuant to

\* "Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by a \* Ordinary

Resolution of the Company dated the 18th day of December, 1968

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £1,125,000 beyond the Registered Capital  
of £375,000

The additional Capital is divided as follows :—

Number of Shares	Class of Shares
1,012,500	"A" Ordinary
112,500	"B" Ordinary

The Conditions (e.g., voting rights, dividend rights, etc.) of the new shares are  
subject to which the new shares have been, or are to be, issued are the same as those

Pari Passu with existing A and B Shares.

\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....

State whether Director  
or Secretary

10/11/68

first

day of

January

1968.

THE STAMP ACT,

(34 & 55)

COMPANY LIMITED BY SHARES

# Statement of Increase of the Nominal Capital

OF

International Aeradio

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 89 of the Finance Act, 1920, and Section 41 of the Finance Act, 1935.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1908.)

Witnessed by

R.A. Payne, F.C.C.S.

Aeradio House,

Hayes Road, Southall, Middlesex

Document filed for reference	
C	226
	116
	P. Payne
	20/11/48

Form No. 26a

The Solicitors' Law Stationery Society, Limited.

1, 192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, E.C.1;  
10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 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1023, 1024, 1025, 1026, 1027, 1028, 1029, 1030, 1031, 1032, 1033, 1034, 1035, 1036, 1037, 1038, 1039, 1040, 1041, 1042, 1043, 1044, 1045, 1046, 1047, 1048, 1049, 1050, 1051, 1052, 1053, 1054, 1055, 1056, 1057, 1058, 1059, 1060, 1061, 1062, 1063, 1064, 1065, 1066, 1067, 1068, 1069, 1070, 1071, 1072, 1073, 1074, 1075, 1076, 1077, 1078, 1079, 1080, 1081, 1082, 1083, 1084, 1085, 1086, 1087, 1088, 1089, 1090, 1091, 1092, 1093, 1094, 1095, 1096, 1097, 1098, 1099, 1100, 1101, 1102, 1103, 1104, 1105, 1106, 1107, 1108, 1109, 1110, 1111, 1112, 1113, 1114, 1115, 1116, 1117, 1118, 1119, 1120, 1121, 1122, 1123, 1124, 1125, 1126, 1127, 1128, 1129, 1130, 1131, 1132, 1133, 1134, 1135, 1136, 1137, 1138, 1139, 1140, 1141, 1142, 1143, 1144, 1145, 1146, 1147, 1148, 1149, 1150, 1151, 1152, 1153, 1154, 1155, 1156, 1157, 1158, 1159, 1160, 1161, 1162, 1163, 1164, 1165, 1166, 1167, 1168, 1169, 1170, 1171, 1172, 1173, 1174, 1175, 1176, 1177, 1178, 1179, 1180, 1181, 1182, 1183, 1184, 1185, 1186, 1187, 1188, 1189, 1190, 1191, 1192, 1193, 1194, 1195, 1196, 1197, 1198, 1199, 1200, 1201, 1202, 1203, 1204, 1205, 1206, 1207, 1208, 1209, 1210, 1211, 1212, 1213, 1214, 1215, 1216, 1217, 1218, 1219, 1220, 1221, 1222, 1223, 1224, 1225, 1226, 1227, 1228, 1229, 1230, 1231, 1232, 1233, 1234, 1235, 1236, 1237, 1238, 1239, 1240, 1241, 1242, 1243, 1244, 1245, 1246, 1247, 1248, 1249, 1250, 1251, 1252, 1253, 1254, 1255, 1256, 1257, 1258, 1259, 1260, 1261, 1262, 1263, 1264, 1265, 1266, 1267, 1268, 1269, 1270, 1271, 1272, 1273, 1274, 1275, 1276, 1277, 1278, 1279, 1280, 1281, 1282, 1283, 1284, 1285, 1286, 1287, 1288, 1289, 1290, 1291, 1292, 1293, 1294, 1295, 1296, 1297, 1298, 1299, 1300, 1301, 1302, 1303, 1304, 1305, 1306, 1307, 1308, 1309, 1310, 1311, 1312, 1313, 1314, 1315, 1316, 1317, 1318, 1319, 1320, 1321, 1322, 1323, 1324, 1325, 1326, 1327, 1328, 1329, 1330, 1331, 1332, 1333, 1334, 1335, 1336, 1337, 1338, 1339, 1340, 1341, 1342, 1343, 1344, 1345, 1346, 1347, 1348, 1349, 1350, 1351, 1352, 1353, 1354, 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1687, 1688, 1689, 1690, 1691, 1692, 1693, 1694, 1695, 1696, 1697, 1698, 1699, 1700, 1701, 1702, 1703, 1704, 1705, 1706, 1707, 1708, 1709, 1710, 1711, 1712, 1713, 1714, 1715, 1716, 1717, 1718, 1719, 1720, 1721, 1722, 1723, 1724, 1725, 1726, 1727, 1728, 1729, 1730, 1731, 1732, 1733, 1734, 1735, 1736, 1737, 1738, 1739, 1740, 1741, 1742, 1743, 1744, 1745, 1746, 1747, 1748, 1749, 1750, 1751, 1752, 1753, 1754, 1755, 1756, 1757, 1758, 1759, 1760, 1761, 1762, 1763, 1764, 1765, 1766, 1767, 1768, 1769, 1770, 1771, 1772, 1773, 1774, 1775, 1776, 1777, 1778, 1779, 1780, 1781, 1782, 1783, 1784, 1785, 1786, 1787, 1788, 1789, 1790, 1791, 1792, 1793, 1794, 1795, 1796, 1797, 1798, 1799, 1800, 1801, 1802, 1803, 1804, 1805, 1806, 1807, 1808, 1809, 1810, 1811, 1812, 1813, 1814, 1815, 1816, 1817, 1818, 1819, 1820, 1821, 1822, 1823, 1824, 1825, 1826, 1827, 1828, 1829, 1830, 1831, 1832, 1833, 1834, 1835, 1836, 1837, 1838, 1839, 1840, 1841, 1842, 1843, 1844, 1845, 1846, 1847, 1848, 1849, 1850, 1851, 1852, 1853, 1854, 1855, 1856, 1857, 1858, 1859, 1860, 1861, 1862, 1863, 1864, 1865, 1866, 1867, 1868, 1869, 1870, 1871, 1872, 1873, 1874, 1875, 1876, 1877, 1878, 1879, 1880, 1881, 1882, 1883, 1884, 1885, 1886, 1887, 1888, 1889, 1890, 1891, 1892, 1893, 1894, 1895, 1896, 1897, 1898, 1899, 1900, 1901, 1902, 1903, 1904, 1905, 1906, 1907, 1908, 1909, 1910, 1911, 1912, 1913, 1914, 1915, 1916, 1917, 1918, 1919, 1920, 1921, 1922, 1923, 1924, 1925, 1926, 1927, 1928, 1929, 1930, 1931, 1932, 1933, 1934, 1935, 1936, 1937, 1938, 1939, 1940, 1941, 1942, 1943, 1944, 1945, 1946, 1947, 1948, 1949, 1950, 1951, 1952, 1953, 1954, 1955, 1956, 1957, 1958, 1959, 1960, 1961, 1962, 1963, 1964, 1965, 1966, 1967, 1968, 1969, 1970, 1971, 1972, 1973, 1974, 1975, 1976, 1977, 1978, 1979, 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 20

# THE NOMINAL CAPITAL

OF

International Aeradio Limited

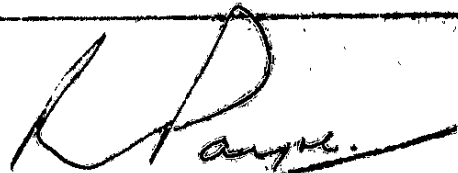
has by a Resolution of the Company dated  
18th December, 1968 been increased by  
the addition thereto of the sum of £1,125,000,  
divided into:—

1,012,500 "A" Shares of £1 each

112,500 "B" Shares of £1 each

beyond the registered Capital of £275,000

Signature



(State whether Director or Secretary)

Secretary

Dated the

first

day of

January 1969

108  
The Companies Acts 1929 to 1967

COMPANY LIMITED BY SHARES

*Special Resolution*

OF

**INTERNATIONAL AERADIO LIMITED**

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, Hayes Road, Southall, Middlesex, on WEDNESDAY, the 18th day of JUNE, 1969, the sub-joined RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be and are hereby amended to the following extent:—

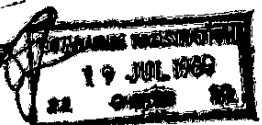
- (a) Article 77 by the deletion of the word "eleven" and the insertion in place thereof of the word "twelve".
- (b) Article 78 (i) by the deletion of the word "nine" and the insertion in place thereof of the word "ten" and by the deletion of the word "one" and the insertion in place thereof of the word "two".

**CERTIFIED TRUE COPY**

R. A. PAYNE

Secretary.

18th June, 1969



420272 This is a true and exact copy of the Memorandum and Articles of Association of the present existing and incorporated by the Act of Parliament from time to time by extraordinary or special Resolutions or by Order of Court. *The Companies Act 1929*

FOR AND ON BEHALF OF  
INTERNATIONAL AERADIO LTD.  
COMPANY LIMITED BY SHARE

Memorandum of Association

OF

INTERNATIONAL AERADIO LIMITED

1. The name of the Company is "INTERNATIONAL AERADIO LIMITED".

2. The registered office will be situate in England.

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

(1) To send and receive signals, messages and communications to and from aircraft, dirigibles and all other vehicles propelled in the air and to send and receive signals, weather reports, messages and communications of all kinds and descriptions and to create, install and operate systems of communication in all parts of the world and to improve and prosecute the art and business of electric communication and to radiate, receive and utilise electro-magnetic waves.

(1)(a) To design, operate, manage, construct and maintain aerodromes, tracks or any surfaces together with all necessary and suitable buildings therefor and services ancillary thereto whether on the Company's own behalf or on behalf of others and whether commercially or by way of experiment or research or for any other purposes.

(1)(b) To carry on the business of printers, engravers, publishers, book and print sellers, book binders and art journalists, manufacturers and distributors of and dealers in engravings, prints, drawings and any written, engraved, painted or printed productions in all their branches and to reproduce by photography by off-set duplicating, by silk screening or any other means.

(2) To lay out, establish, acquire, construct, lease, own, provide, maintain, install, equip and operate stations and plants for transmitting, broadcasting, receiving and utilising electro-magnetic waves and to construct and install all electric, generating and power stations, dynamos and other equipment necessary or desirable therefor in connection with the business of the Company

- (3) To establish, acquire, lease, own, provide, maintain, install, equip and operate testing grounds, slipways, waterways, hangars, garages, warehouses, wharfs, quays, docks, works, factories, workshops, buildings, offices, hotels, restaurants, shops, vessels, aircraft, projectiles and flying machines of all kinds whether self-propelled or otherwise, vehicles and other accommodation or facilities for or in connection with the business of the Company and to subsidise or otherwise assist or take part in any such objects and to provide dwelling-houses, rent-houses and other accommodation for employees of the Company.
- (4) To lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell or otherwise dispose of, trade in and deal with wireless and radio sets, navigational aids, systems and appliances and electrical commercial appliances of whatever nature and description in all parts of the world and to make tests and improvements for the purpose of developing and improving the same; to act as experts and general designing specialists and agents.
- (5) To install, equip and maintain all kinds of communicating and receiving apparatus, wireless, radio or otherwise, on all aircraft and other vehicles propelled in the air or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.
- (6) To make and carry into effect arrangements and agreements with Her Majesty's Government, and with the Governments of British Dominions and Colonies and foreign states, Air Transport undertakings and agencies, railway companies, shipowners, shippers and others for all or any purposes of the Company.
- (7) To act as radio or wireless or electrical engineers, contractors and manufacturers, and to prepare plans and designs for the construction, installation, maintenance and operation of wireless receiving and transmitting stations in the air and on, above or under land or water and to manage or assist in the management of any such stations which may be established or maintained by or belong to any government, municipality, authority, corporation, company, body or person upon such terms as the Company may consider expedient.
- (8) The purposes, objects and powers of the Company shall be construed to include and embrace communications

by wire line facilities as fully and to the same extent as its purposes, objects and powers apply or relate to radio communications and facilities, including, but without limitation, the power to lease or otherwise acquire and operate wire line circuits and facilities for the transmission of communications for or relating to aviation.

- (9) To promote, establish, maintain, develop and carry on any school for the training and instruction of the Company's staff and others, or to make arrangements for such training or instruction, and to subsidize or otherwise assist or take part in any such objects.
- (10) To deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in such business and to manufacture such articles and things.
- (11) To undertake the conduct, management, agency and administration on behalf of any other corporation, company, body or person, of any business or undertaking of a kind which the Company is authorized to carry on.
- (12) To adopt such means of making known the services afforded by the Company and the countries and places which it serves as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (13) To make and carry into effect arrangements by way of partnership, co-ownership, working agreement or co-operation, or for sharing or pooling receipts, expenses, profits or losses, or for reciprocal or other concession, or for the interchange of business accommodation and facilities or otherwise with any corporation, company, body or person carrying on or proposing to carry on or engage in any business or transaction capable of being conducted in conjunction with, or so as to benefit, the Company.
- (14) To make and carry into effect arrangements with any government, municipality or authority that may seem conducive to the furtherance of the Company's objects or any of them and to obtain from any such government municipality or authority or otherwise any charter, right, privilege or concession which it may be deemed desirable

to be authorised to carry out and exercise the same and comply with the conditions thereof.

- (15) To acquire on any terms, carry on and develop the whole or any part of the business, undertaking or assets of any corporation, company or person carrying on any business or undertaking of a kind which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company
- (16) To amalgamate with any other company having objects altogether or in part similar to those of the Company upon such terms (including terms as to the issue or acceptance by the Company of fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, stocks or securities, and the acceptance of liabilities) as the Company may think fit.
- (17) To guarantee all or any liabilities of and to assist or subsidise any customer of the Company or any corporation, company or person having objects similar to those of the Company or carrying on a business or undertaking of a kind which the Company is authorised to carry on.
- (18) To lend money to, and guarantee or undertake the obligations of and the payment of dividends and interest on, and for repayment or payment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations of, any company, in any case in which such loan, guarantee or undertaking may be considered likely, directly or indirectly, to further the objects of the Company or the interests of any of its members.
- (19) To acquire any real or personal property wherever situate or any estate, share or interest therein, or any option or other right in relation thereto, either absolutely or by way of lease, hire or otherwise, or any right, concession or privilege which the Company may think necessary, convenient or suitable for its objects.
- (20) To obtain or acquire by application, purchase, licence or otherwise and to exercise and use and to grant licences to others to exercise and use patent rights, concessions or other protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such rights, concessions or protection, and to acquire, use and register trade marks, trade names, registered or other designs, rights

... to pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

- (21) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (22) To sell, exchange, lease, let, grant licences, easements and other rights over, or otherwise dispose of, or deal with, any real and personal property, assets, businesses, rights and effects of the Company or the undertaking of the Company, or any part thereof, or any option or other right in relation thereto, or any share or interest therein for such consideration and generally on such terms as the Company may determine.
- (23) On any sale, disposition, or arrangement by or with the Company to accept payment, in whole or in part, in cash payable by instalments or otherwise, fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, debentures or any other securities whatever and subject or not to any restriction as to transfer or otherwise and generally on such terms as the Company may determine.
- (24) To promote or aid in the promotion of any company or companies for the purpose of acquiring the business or undertaking or assets of the Company or any part thereof or for any purpose deemed calculated to benefit the Company directly or indirectly.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in the shares, stocks or securities of any company promoted by the Company or carrying on or proposing to carry on any business or undertaking of a kind which the Company is authorised to carry on.
- (26) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution

of the Company or obtaining any statutory powers or provisional order or otherwise furthering the interests of the Company or its members and to oppose any such steps taken by any other authority, corporation, company, body or person, which may be considered likely directly or indirectly to prejudice or affect the interests of the Company or its members.

- (27) To make donations or grant gratuities, pensions or allowances or participations in profits or otherwise to and to establish, support, organise and contribute to schemes for the benefit of, officers or employees or former officers or employees of the Company, or its predecessors in business, or the dependants relations or connections of such persons, or any other persons, or for any objects, and to establish and support and subscribe to or aid in the establishment or support of associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or any of its members.
- (28) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by and create and issue bonds, debentures, debenture stock, perpetual or redeemable, mortgages, or negotiable or other instruments, to mortgage or charge all or any of the property and uncalled capital or the undertaking of the Company, or any part thereof, to purchase any securities so issued and to receive deposits of money on any terms.
- (29) To make, accept, endorse, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (30) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (31) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (32) To procure the registration or incorporation of the Company in or under the laws of any place outside England

- To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend money to any person or company and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company.
- (34) To distribute amongst the members of the Company in specie any property of the Company.
  - (35) To do all or any of the above things in any part of the world and either alone or in conjunction with others, and either as principals or by or through agents, trustees, contractors or otherwise.
  - (36) To do all other things whatsoever, whether of the like or other nature, which may be conveniently carried on and done in connection with the Company's objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.
  - (37) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated or resident in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of 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 £1,500,000, divided into 1,500,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DAVID STEBBINGS, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitor's Articles Clerk.</i>	One "A" Share
GEORGE J. WILLIAMS, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitors Managing Clerk.</i>	One "A" Share
A. W. WOOD, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitors Managing Clerk.</i>	One "A" Share
L. A. M. MACKAY, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitors Clerk.</i>	One "A" Share
E. T. HORNE, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitors Managing Clerk.</i>	One "A" Share
B. KIRBY, 1, Bank Buildings, Princes St., London, E.C.2. <i>Law Clerk.</i>	One "A" Share
H. G. G. COX, 1, Bank Buildings, Princes St., London, E.C.2. <i>Solicitors Managing Clerk.</i>	One "A" Share

Dated this 1st day of January, 1947.

Witness to the above Signatures: -

LESLIE E. PEPIATT,  
 1, Bank Buildings, Princes St.,  
 London, E.C.2.  
 Solicitor

*The Companies Act 1929*

COMPANY LIMITED BY SHARES

*Articles of Association*

OF

INTERNATIONAL AERADIO LIMITED

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TABLE "A"

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

INTERPRETATION

2. In these Articles, unless the context otherwise requires, the words set forth in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof:—

WORDS	MEANINGS
The Act .. ..	The Companies Act 1929.
The Statutes .. ..	The Companies Act 1929 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles .. ..	These Articles of Association and the regulations of the Company from time to time in force.
Office .. ..	The registered office for the time being of the Company.
Register .. ..	The register of members to be kept pursuant to the Statutes.
Board .. ..	The Directors for the time being of the Company or any of them acting as the Board of the Company.
Seal .. ..	The common seal of the Company.
Original capital .. ..	The capital specified in the Memorandum of Association of the Company.

"Executors" include administrators.

Words importing individuals include corporations.

"In writing" and "written" include printing, lithograph and modes of representing or reproducing words in a visible form.

"Dividend" includes bonus.

First up front is credited as paid up

Secretary includes a temporary or assistant Secretary and any person appointed by the Board to perform the duties of the Secretary

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

## BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board to such extent and at such time or times as they shall think fit, and further may be suffered by them to be in total or partial abeyance, whether such branch or kind of business may have been actually commenced, or not, so long as the Board may deem it expedient not to commence or proceed with the same.

## CAPITAL

4. The capital of the Company is £1,500,000 divided into 1,500,000 ordinary shares of £1 each, which shall, for the purposes of the special rights of appointing Directors provided for by Article 78 (1), be divided into groups as follows:—

Group	Number of Shares	Identification Nos. of Shares
A .. ..	1,350,000	1 to 187,500 212,501 to 362,500 375,001 to 1,387,500
B .. ..	150,000	187,501 to 212,500 362,501 to 375,000 1,387,501 to 1,500,000

Except as regards the said special rights of appointing Directors all the said ordinary shares shall carry and be subject to the same rights and incidents and shall rank for dividend and in all other respects *pari passu* as a single class of shares

5. Subject to Article 4 and without prejudice to any special rights previously conferred on the holders of any shares or class of shares any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in respect of dividend, voting, return of capital or otherwise as the Board may from time to time by resolution determine.

6. Subject to the provisions of Section 46 of the Act, any ordinary shares may, with the sanction of a Special Resolution, be issued on such terms that they are, or at the option of the Company

shall be redeemed on such terms and in such manner as the Company before the issue of such shares shall by Special Resolution determine.

## SHARES

Subject to the provisions of Articles 4 and 47, the shares of the Company (whether forming part of the original capital or not) shall be at the disposal of the Board who may allot or otherwise dispose of them to such persons (including any Director of the Company) at such times and for such consideration and upon such terms and conditions as the Board may determine, and with full power for the Board to give to any person the call of any shares either at par or at a premium, and for such time and for such consideration as the Board may think fit.

8. The Company (or the Board on behalf of the Company) may on any issue of shares pay such brokerage or underwriting commission as may be lawful.

9. Except as ordered by a court of competent jurisdiction or as by Statute required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

10. Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of such sum not exceeding one shilling for every certificate after the first as the Board shall from time to time determine. Every certificate shall be under the seal, shall bear the autographic signature of at least one Director and the Secretary and shall specify the shares to which it relates and the amount paid up thereon: Provided that in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate to the persons whose name stands first in the register shall be sufficient delivery

If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee, if any, not exceeding one shilling and on such terms, if any, as to evidence and indemnity and the payment of expenses of the Company of investigating such matters as the Board think fit.

## MODIFICATION OF RIGHTS

The special rights attached to any class of shares (other than the special rights of appointing Directors attached by Article 76 to any group of shares, which rights shall not be altered) may, unless otherwise expressly provided by the conditions of issue of the shares of that class, be varied, abrogated or affected either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders.

13. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of the class, and that the holders of shares of the class shall on a poll have one vote for each share of the class held by them respectively, and that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum.

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

## CALLS ON SHARES

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

16. Unless otherwise specified a call shall be deemed to have become due at the time when the resolution of the Board authorising the call has been passed.

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

18. If interest on account of a share is not paid before or after the date appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 per cent. per annum as the Board may determine. The Board may waive payment of such interest wholly or in part.

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

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

21. The board may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 10 per cent. per annum, as may be agreed between the Board and the member.

#### LIEN

22. The Company shall have a lien on every share (not being a fully paid share) for all moneys whether presently payable or not, called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares (not being fully paid shares) registered in the name of a single member for all moneys presently payable by him or his estate to the Company but the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

23. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after the date of writing stating and demanding payment of the sum so payable and giving notice of the intention to sell in writing to the registered holder for the time being.

... of the share or to the person entitled thereto by reason of his  
... bankruptcy

24. For giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. The proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

### TRANSFER OF SHARES

25. (A) Before transferring or requesting the Company to register a transfer of any shares, to any person not being already a member of the Company, the person, whether a member of the Company or not, proposing to transfer the same (hereinafter called "the retiring member") shall (unless the proposed transfer is approved in writing by all the shareholders of the Company and such approval is produced to the Board) give a notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned at the prescribed price to any member. A transfer notice once given shall not be revocable except with the consent of the Board. Shares of different classes shall not be included in the same transfer notice, and, should they be, the transfer notice may be treated as invalid

(B) If the Company within a space of one month after receiving any transfer notice shall find members (hereinafter called "the purchasers") willing to purchase the shares therein mentioned, or, if such shares, and shall give notice in writing thereof to the retiring member, he shall be bound, upon payment of the prescribed price, to transfer the shares mentioned in the transfer notice, or those for which the Company has found purchasers, to the respective purchasers thereof.

(C) Every notice given by the Company under paragraph (B) stating that it has found a purchaser for any shares shall state the name and address of the purchaser and the number of shares to be purchased by him, and the purchase shall be completed at a place and time to be appointed by the Company, not being less than twenty-eight days after the giving of the notice.

(D) If in any case a retiring member, after having become bound to transfer any share to a purchaser, shall make default in transferring the shares, the Board may authorise some person to transfer the shares to the purchaser, and the Company may receive the purchase money, and shall thereupon cause the name of the purchaser to be entered in the register as the holder of the shares, and shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and he shall not be bound to see to the application thereof, and after the name of the purchaser has been entered in the register in purported exercise of the aforesaid powers, the validity of the proceedings shall not be questioned by any person.

(E) If the Company shall not within a space of one month after receiving a transfer notice find members desiring to purchase all the shares mentioned in the transfer notice, and give notice in writing thereof to the retiring member, or if the Company shall within the space aforesaid give the retiring member notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the retiring member shall at any time within four months after giving the transfer notice be at liberty to transfer the shares, or those for which the Company has not found purchasers, to any person on a bona fide sale of such shares at any price, not being less than the prescribed price, but so that before passing any such transfer the Board may require to be satisfied in such manner as they may reasonably require that the shares included in the transfer notice are being transferred in pursuance of a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance whatsoever to the purchaser.

(F) By the expression "the prescribed price" used in this Article is meant the fair value of a share of the class included in the transfer notice to be determined and certified by the Auditors of the Company on the application of the Company (which application shall be made forthwith after the transfer notice is received), such Auditors to act as experts and not as arbitrators in so determining and certifying and their decision to be final.

(G) All shares included in any transfer notice shall be offered by the Company in the first instance for sale at the prescribed price to all the members (other than the member giving the transfer notice) on the terms hereof and so that in the case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number allotted to any member beyond the number applied for by him) to their existing share holdings. All offers of shares under this paragraph shall be made by writing sent through the post in prepaid envelopes addressed to the members at their respective registered

offer appearing in the register and every such offer shall limit (time not being less than twenty-eight days) within which the offer must be accepted or in default may be treated as declined.

26. The legal personal representatives of any member dying shall be bound at any time after the expiration of six months from the date of his death, if and when called upon in writing by the Board so to do, to give a transfer notice in respect of all the shares if any then still remaining registered in the name of the deceased member, and should such legal personal representatives fail to give such transfer notice within a period of fourteen days after being so called upon, they shall be deemed to have given such transfer notice at the expiration of the said period of fourteen days and the provisions of these presents shall have effect accordingly.

27. If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of the bankruptcy the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of these presents shall apply accordingly.

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

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

30. The Board may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares to a person not being already a member of the Company.

31. The Board may also refuse to recognise any instrument of transfer unless—

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

If the Board refuse to register a transfer, they shall, within seven days after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

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

### TRANSMISSION OF SHARES

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

35. The rights of the executors or administrators of a deceased shareholder shall be subject in all respects to the provisions of Article 26 hereof.

36. On the death or bankruptcy of a member such evidence of the title of the executors or administrators of the deceased or of the trustee in bankruptcy of the bankrupt as may be required by the Board shall be produced within a period of three months from the death or bankruptcy as the case may be.

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled (subject to the provisions of Articles 26 and 27 hereof) to receive and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be entitled to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a member.

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

### FORFEITURE OF SHARES

39. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such times as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by reason of such non-payment.

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

41. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

42. When any share has been forfeited notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be), but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

43. A forfeited share may be sold, re-allotted or otherwise disposed of upon such terms and in such manner as the Board think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board think fit.

44. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon from the date of forfeiture until payment at such rate not exceeding 10 per cent. per annum as the Board may determine, but his liability shall cease if and when the Company receive payment in full of such moneys together with interest as aforesaid.

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

## INCREASE OF CAPITAL

46. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe.

47. All new shares (except fully or partly paid-up shares issued in payment of any property or rights acquired by the Company) shall before issue be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares then registered in their names. Such offer shall be made by notice specifying the number of shares offered, and limiting a time (not being less than seven days) within which the offer if not accepted will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered or any specified number of them, the Board may dispose of the same in such manner as they think most beneficial to the Company. The Board may also, with the like approval, dispose as they think fit of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot in the opinion of the Board be conveniently offered under this Article.

48. The new shares shall be subject to the same provisions with respect to the payment of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original capital, and subject to the provisions of these Articles shall have attached thereto such rights as to dividend and participating in assets in a winding up as the Company shall by the resolution increasing the capital or by any subsequent ordinary resolution determine. Unless or until otherwise so determined the new shares shall be issued as an increase of ordinary shares of Group A and Group B in proportion to the number of shares of each group at the time of the issue of the new shares.

## ALTERATION OF CAPITAL

49. The Company may by ordinary resolution:—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of Section 50 (1) (D) of the Act.

cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

50. The Company may by Special Resolution reduce its capital and any capital redemption reserve fund in any manner and with and subject to any incident authorised and consent required by law.

## GENERAL MEETINGS

51. The statutory General Meeting shall be held at such time (within a period being not less than one month nor more than three months from the date on which the Company is entitled to commence business) and at such place as the Board may determine.

52. A General Meeting shall be held in every calendar year at such time (not being more than fifteen months after the holding of the last preceding meeting) and place as may be determined by the Board.

53. The General Meetings mentioned in the last preceding Article shall be called Ordinary General Meetings; all other General Meetings except the statutory meeting shall be called Extraordinary General Meetings.

54. The Board may whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the requisition of members in accordance with Section 114 of the Act, forthwith proceed to convene an Extraordinary General Meeting.

55. Subject to the provisions of Section 117 of the Act relating to meetings convened for the purpose of passing Special Resolutions seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) 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 in manner prescribed by these Articles to such members as are under the provisions therein contained entitled to receive notices from the Company; but with the consent in writing of all such members a meeting may be convened by a shorter notice and in any manner such members may think fit. The accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS

56. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is

transacted at an Ordinary General Meeting, with the exception of sanctioning dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Directors and Auditors.

57. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided by these Articles or required by the Statutes, four members present in person shall be a quorum for all purposes.

58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day, time and place as the Board shall determine and notice of the adjourned meeting shall be given as in the case of an original meeting. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

59. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.

60. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place as the meeting may determine, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid or as required by Article 58 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

61. 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 demanded or on the declaration of the result of the show of hands by the Chairman or by at least three members present and entitled to vote or by any member or members present or by proxy and entitled to vote in respect of not less than one-tenth of the issued share capital of the Company entitling them to vote at the meeting.

62. At any General Meeting unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

63. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

64. In the case of an equality of votes on any resolution, whether on a show of hands or upon a poll, the Chairman shall have a second or casting vote.

65. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

66. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

67. Any corporation, being a member, may vote by any officer or duly authorised representative, who shall be entitled to speak, demand a poll, vote, act as proxy, and in all other respects exercise the rights of a member, and shall be reckoned as a member for all purposes.

## VOTES OF MEMBERS

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

69. In the case of joint holders of a share any one of them may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy that one of them so present in person or by proxy whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

70. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee, or by any other person in the nature of a committee or tutor.

appointed by such court, and such committee, *curator bonis* or other person may on a poll vote by proxy.

71. No member shall be entitled to be present or vote either in person or by proxy at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

72. On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney, duly authorised in writing, or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

73. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as the representative of a corporation pursuant to Article 67.

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

75. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:—

"INTERNATIONAL AERADIO LIMITED.

"I, \_\_\_\_\_, of \_\_\_\_\_,

"being a member of the above-named Company, hereby

"appoint \_\_\_\_\_, of \_\_\_\_\_,

"as my proxy to vote for me and on my behalf\* \_\_\_\_\_ the

"Resolution(s) to be submitted to the (Ordinary or

"Extraordinary *as the case may be*) General Meeting of

"the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_

"\_\_\_\_\_ 19\_\_\_\_, and at any adjournment

"thereof.

"Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_"

\* Please insert "for" or "against". If no insertion is made the proxy will be used in favour of the resolutions.

76. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the appointment of another proxy, or the transfer of the shares in respect of which the proxy was executed, or the transfer of

or which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer of the proxy shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## DIRECTORS

77. The Board of Directors shall consist of not more than twelve Directors appointed pursuant to Article 78.

78. (I) The Directors shall be appointed as follows: ten Directors by the holders of group "A" ordinary shares for the time being issued, two Directors by the holders of group "B" ordinary shares for the time being issued.

(II) Appointments under this Article (including appointments to fill casual vacancies) shall be effected either by instrument in writing signed by or on behalf of all the holders of shares of the group entitled to make the appointment delivered at the office or by resolution passed at a separate meeting of such holders.

(III) A Director may at any time be removed before the termination of his period of office either by a like instrument in writing delivered at the office or by an Extraordinary Resolution passed at a like meeting of such holders.

(IV) To every meeting of holders of a group of shares convened for any of the purposes of this Article all the provisions of these Articles relating to General Meetings of the Company shall *mutatis mutandis* apply, save that (a) the necessary quorum shall be two such holders present in person or by proxy, (b) any such holder present in person or by proxy may demand a poll, and (c) the Chairman of the meeting shall be chosen by the meeting and shall not have a second or casting vote.

(V) Whenever a vacancy has occurred or is about to occur among the Directors and has not been filled, the Board may and shall on the request in writing of any holder of the shares of the group concerned cause a separate meeting of the holders of the shares of that group to be convened for the purpose of filling such vacancy, and if the Board shall make default for seven days in convening such meeting the same may be convened by the holder making such request. Any holder of shares of Group A or Group B may in like manner request the Board to convene a meeting to consider the removal of a Director holding office under appointment made by the holders of that group and may, on a resolution to that effect, convene such meeting.

(VI) An appointment of a Director hereunder may be made in contemplation of the occurrence of a vacancy to take effect upon the actual occurrence of such vacancy.

79. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be divided among the Directors as the Board shall by resolution determine, or, in default of such determination, equally, except that any Director holding office for a part only of the period in respect of which such remuneration is payable shall only rank in such division in proportion to the part of the period during which he has held office. The Directors shall also be paid any travelling, hotel and other expenses incurred by them in attending and returning from Board Meetings or otherwise incurred while engaged on the business of the Company.

80. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company, shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, or otherwise as the Board may determine.

81. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 149 of the Act.

82. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company. The Board may also exercise the voting power conferred by the shares in any company in which the Company holds or exercises the Company in such manner in

in respects as the Board think fit, including the exercise of such voting power in favour of any resolution appointing the Board, or any of their number, Directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

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

- (A) If he tenders his resignation in writing;
- (B) If he becomes bankrupt or compounds with his creditors;
- (C) If he becomes of unsound mind or the other Directors unanimously resolve that he is physically or mentally incapable of performing his duties as a Director;
- (D) If he is absent otherwise than on the business of the Company from meetings of the Board for six calendar months without leave and the Board resolve that his office be vacated.

### POWERS AND DUTIES OF DIRECTORS

84. The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting; subject nevertheless to the provisions of these Articles and of the Statutes and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board, and the provisions contained in these Articles as to any specific powers of the Board shall not be deemed to abridge the general powers hereby given

### PROCEEDINGS OF BOARD

85. The Board may meet together for the despatch of business, and may and otherwise regulate their meetings as they think fit. Any Director may, and the Secretary on the requisition of a Director shall at any time summon a Board Meeting by a notice served upon every member of the Board. It shall not be necessary to give notice of such meeting to any Director who for the time being is absent from the United Kingdom.

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

87. Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

88. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board. The quorum necessary for the transaction of the business of the Board may be determined by the Board, and unless otherwise determined the quorum shall be four Directors.

89. The continuing Directors may act, notwithstanding any vacancy in their body; but so that if the number falls below four the Directors shall not, except for the purpose of convening a General Meeting of the Company or a separate meeting of the holders of shares of any class or group, act so long as their number is below four.

90. The Board may delegate any of their powers (except the power to borrow moneys) to committees consisting of such member or members of their body as they think fit. Any Committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

91. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations imposed by the Board under the provisions of the last preceding Article.

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

93. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Board Meetings shall be as valid and effectual as if the same had been passed at a Board Meeting duly convened and held.

95. All resolutions and minutes to be made in books kept for the purpose of the proceedings at all meetings of the Board and of the Board and of committees of the Board.

### LOCAL MANAGEMENT

95. The Board may establish any Local Boards or Agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any Local Board or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

96. The Board may from time to time by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

### ROTATION OF DIRECTORS

97. At the Ordinary General Meeting in the year 1948 and at the Ordinary General Meeting in every subsequent year, one-third of the Directors for the time being shall retire from office. If their number is not a multiple of three the Board shall determine what number of Directors as nearly one-third as may be shall retire from office so that the whole number shall retire from office in three years.

A Director retiring at a meeting shall retain office until the close of the meeting.

98. Directors to retire in every year shall be those who have longest been in office since their last appointment, but as to any year when the Board is appointed on the same day, those to

office shall (unless they otherwise agree among themselves) be determined by lot.

99. A retiring Director shall be eligible for re-appointment.

100. Whenever any Director is due to retire by rotation at an Ordinary General Meeting the Board shall cause a separate meeting of the holders of the shares of the group concerned to be convened for the same day as the day appointed for such Ordinary General Meeting for the purpose of filling the vacancy to be caused by such retirement, unless in the meantime an appointment to fill such vacancy has been duly made by the holders of the shares of that group.

### ALTERNATE DIRECTORS

101. Any Director may by writing under his hand left at the office nominate any other Director or any other person approved by the Board for the purpose to act as alternate Director in his place at any meeting at which he is not present, and at his discretion may remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions, powers and duties of the Director he represents. Any Director acting as alternate Director shall have an additional vote at Board Meetings for each Director for whom he acts as alternate Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being immediately re-appointed.

### MANAGING DIRECTOR

102. The Board may from time to time appoint one or more of their body to the office of Managing Director, for such period and on such terms as they think fit, and, subject to the terms of any contract entered into in any particular case, may revoke such appointment.

103. A Managing Director while he continues to hold that office shall not be subject to the provisions of these Articles as to retirement by rotation, and shall not be taken into account in determining the rotation or retirement of Directors or the number of Directors to retire, but, subject to the provisions of any contract between him and the Company, he shall be subject to the same provisions as to disqualification, resignation and removal as the other Directors of the Company, and subject as aforesaid if he ceases to hold the office of Director from any cause he shall, *ipso facto*, cease to be a Managing Director.

104. A Managing Director shall receive such remuneration (whether by way of salary, commission or otherwise) as the Board may determine.

105. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

### BORROWING POWERS

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

107. The Board shall cause a proper register of charges to be kept in accordance with Section 88 of the Act, and shall otherwise comply with the provisions of that section in relation to mortgages and charges affecting the property of the Company or created by it. Any register of debenture holders may be closed for such periods not exceeding thirty days in any year as the Board may determine.

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

### THE SEAL

109. The seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of at least one Director and of the Secretary, and such Director and Secretary shall sign every instrument to which the seal is so affixed in their presence.

110. The Company may exercise the powers conferred by Section 32 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

### ACCOUNTS

111. The Board shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the Company, and in particular proper books of account shall be kept to:

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

112. The books of account shall be kept at the office or at such other place as the Board shall think fit, and shall always be open to the inspection of the Directors.

113. The Board shall from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any such account or book except as conferred by the Statutes or by the authority of the Board.

114. Not later than eighteen months after the incorporation of the Company and subsequently once at least in every calendar year, the Board shall lay before the Company in General Meeting a profit and loss account and a balance sheet, both made up to a date not more than nine months before the meeting, in such form and containing all such particulars with regard to the capital, the assets and the liabilities of the Company as are required by the Statutes.

115. Every such balance sheet shall be signed on behalf of the Board by two of the Directors, and shall have attached to it a report of the Board as to the state of the Company's affairs and the amount (if any) which it recommends to be paid by way of dividend to the members and the amount (if any) which it proposes to carry to reserve. It shall also have attached to it the Auditors' report.

116. A printed copy of such profit and loss account, balance sheet and report of the Board and of the Auditors shall, seven days previously to the meeting, be delivered or sent by post to the registered address of every member.

117. The date of the commencement and end of the financial year of the Company shall be fixed and may from time to time be varied by the Board.

## AUDIT

118. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

## DIVIDENDS AND RESERVES

119. The profits of the Company available for dividend and resolved to be distributed shall be applied in paying dividends to the members according to their rights and priorities. The Company in General Meeting may declare dividends accordingly but no dividend shall be paid in excess of the amount recommended by the Board or of the amount of profits.

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

121. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall while carrying interest be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

122. The Board may from time to time set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper which shall at the discretion of the Board be applicable for meeting contingencies or for the liquidation of any debt or liability of the Company or for repairing or maintaining or providing for obsolescence and depreciation of works, plant and machinery or other assets of the Company or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

123. The Board may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

124. Notice of any dividend that may have been declared shall be given in the manner prescribed by these Articles to the members entitled to share therein.

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

126. All dividends shall belong and be paid (subject to the Company's lien) to the members who shall be on the register at the date on which the dividend shall be declared, notwithstanding any subsequent transfer or transmission of shares.

127. Until otherwise directed, any dividend or interest payable in cash to the registered holders of shares may be paid by cheque or warrant sent through the post directed to the holder at his registered address, or, in the case of joint holders, directed to the holder whose name stands first on the register in respect of the shares. Every cheque or warrant shall, unless the holder or holders otherwise

direct, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends, or other moneys payable in respect of the shares held by such joint holders.

128. Any General Meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, or in any one or more of such ways, and the Board shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board.

#### CAPITALISATION OF PROFITS

129. The Company by Ordinary Resolution may, upon the recommendation of the Board, resolve that it is desirable to capitalise any profits of the Company (including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Board be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled thereto had such profits been distributed in dividend instead of being capitalised and in the proportion in which they would have been so entitled, and to apply such profits on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits, such shares or debentures to be allotted and distributed, credited as fully paid up, to and among such members in the proportion aforesaid, or partly in one way and partly in the other.

130. Whenever such a resolution has been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company

proceeding for the allotment to them respectively, credited as fully paid up, or any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

## NOTICES

131. Any notice or document may be served by the Company on any member either personally or by sending it by post to him at his registered address as appearing in the register. In the case of joint holder of a share all notices shall be given to that one of the joint holders whose name stands first in the register, and notice so given shall be sufficient notice to all the joint holders.

132. Any member described in the register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

133. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post box subject to the control of the Postmaster-General.

134. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, and such service shall for all purposes be deemed as sufficient service of such notice or document on all persons interested (whether with or as claiming through or under him) in the share.

## WINDING UP

135. If the Company shall be wound up the Liquidator may, by the sanction of an Extraordinary Resolution, divide the assets of the Company in whole or any part of the assets

Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the Liquidator, with the like sanction, shall think fit.

#### INDEMNITY

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

137. Subject to the provisions of the Statutes, every Director, Managing Director, Auditor, officer or servant for the time being of the Company, and any trustee for the time being acting in relation to any of the affairs of the Company, shall be indemnified out of the funds of the Company from and against all liabilities incurred by him in relation to the matters referred to in paragraph (c) of the proviso to Section 152 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

DAVID STEBBINGS,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitor's Articled Clerk.*

GEORGE J. WILLIAMS,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitors Managing Clerk.*

A. W. WOOD,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitors Managing Clerk.*

L. A. M. MACKAY,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitors Clerk.*

E. T. HORNE,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitors Managing Clerk.*

B. KIRBY,

1, Bank Buildings, Princes St., London, E.C.2.

*Law Clerk.*

H. G. G. COX,

1, Bank Buildings, Princes St., London, E.C.2.

*Solicitors Managing Clerk.*

---

Dated this 1st day of January, 1947.

Witness to the above Signatures—

LESLIE E. PEPPIATT,

1, Bank Buildings, Princes Street,  
London, E.C.2.

*Solicitor*

---

*The Companies Act 1920 and 1948*

COMPANY LIMITED BY SHARES

*Ordinary Resolution*

OF

**INTERNATIONAL AERADIO LIMITED**

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Aeradio House, Hayes Road, Southall, England, UB2 5NJ, on WEDNESDAY, the TWENTIETH day of MARCH, 1974, the subjoined RESOLUTION was duly passed as an ORDINARY RESOLUTION:

**ORDINARY RESOLUTION**

1. THAT the Share Capital of the Company be increased by £600,000 being 600,000 shares of £1 each divided as follows:

Group	Number of Shares	Identification numbers of Shares
"A"	540,000	1,500,001 to 2,040,000
"B"	60,000	2,040,001 to 2,100,000

2. THAT the Memorandum of Association of the Company be altered in manner following, that is to say:

By deleting the existing Clause 5 and substituting therefor:

"5. The Share Capital of the Company is £2,100,000 divided into 2,100,000 shares of £1 each".

3. THAT Article 4 of the Articles of Association of the Company be amended to include the additional shares as set out herein.

R. A. PAYNE, ...

Secretary.

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
company

INTERNATIONAL

AERADIO

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorizing the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference S501

C. J. DUNNICLIFFE, ACIS

AERADIO HOUSE, HAYES ROAD,

SOUTHALL, MIDDLESEX, W2 5NJ

Form No. 10

The Solicitors' Law Stationery Society, Limited  
Solicitors: 1, 2, 3, Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, E.C.1;  
Solicitors: 55, 59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 14, 15, 16 North  
Solicitors: 28, 30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.1

SOLE AGENTS FOR COMPANIES BOOKS AND FORMS

THE COMPANIES ACT, 1948.

NOTICE  
OF  
AN  
ORDINARY  
MEETING

**INTERNATIONAL AFRADIO Limited**, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a **ORDINARY** Resolution of the Company dated the **TWENTIETH** day of **MARCH** 1947 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 600,000 beyond the Registered Capital of £ 1,500,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
540,000	'A'	£1
60,000	'B'	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

- 'A' ORDINARY SHARES TO RANK PARI PASSU WITH EXISTING 'A' ORDINARY SHARES
- 'B' ORDINARY SHARES TO RANK PARI PASSU WITH EXISTING 'B' ORDINARY SHARES

If the new shares are Preference Shares state whether they are redeemable or not.

Signature

Secretary  
Secretary

*L. Payne*  
*Secretary*

Note.—This margin is reserved for binding and must not be written across



**INTERNATIONAL AERADIO LIMITED**  
(Registered in England No. 427272)  
Registered Office  
AERADIO HOUSE HAYES ROAD · SOUTHALL MIDDLESEX ENGLAND · UB2 8NU  
TELEPHONE 01-674 2411 TELEX 24114 CABLES INTAERIO SOUTHALL

22nd August, 1979

The Registrar of Companies,  
Companies House,  
Crown Way,  
Maindy,  
Cardiff CF4 3UZ.

Dear Sir,


COMPANY NO. 427272

I enclose form 9B in respect of the resignation of a director of International Aeradio Limited, Mr. F. M. da Silva.

On the same date a director who is resident overseas (Portugal) was appointed but has been unable so far to visit and complete the formalities. He is due to attend a Board Meeting at our Registered Office on 26th September 1979 and if we are unable to obtain the necessary particulars and his consent signature before that date I will ensure that it is attended to at the meeting.

I will then be in a position to forward another form 9B to you.

Yours faithfully,

  
A. SWANN  
Company Secretary

Enclosure.



IT WAS RESOLVED:-

- (1) "THAT the Company be re-registered as a public limited company pursuant to Section 8 of the Companies Act 1980 in the name of International Aeradio public limited company.

and


- (2) THAT the Memorandum of Association of the Company be altered to bring them in substance and in form in conformity with the Companies Act 1980 and that the Memorandum of Association in the form laid before the Board Meeting and signed by the Chairman be and are adopted as the Memorandum of Association of the Company.

and

- (3) THAT Mr Alan Swann be authorised to sign the Form R7 and make the declaration on the Form R8 and to take the necessary action to effect the re-registration of the Company as a public limited company."

CERTIFIED TRUE COPY  
of the Board Resolution of  
INTERNATIONAL AERADIO LIMITED

Dated 1st March 1982

  
ALAN SWANN FCA  
Secretary





Please do not  
write in this  
marginal margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\* Insert full name  
of Company

THE COMPANIES ACTS 1948 TO 1980

# Application by an old public company for re-registration as a public company

Pursuant to section 8(3) of the Companies Act 1980

Form No R7

# R7

For official use

1162

Company number

427272

Name of company

INTERNATIONAL AERADIO LIMITED

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the name of  
INTERNATIONAL AERADIO ~~LIMITED~~ public limited company

and, for that purpose, delivers the undermentioned documents for registration under the said Acts.

+ delete as  
appropriate

Signed

*G. S. S. S. S.*

[Director/Secretary] † Date 10/3/1982

Documents delivered for registration with this application

- 1 Printed copy of memorandum as altered in pursuance of the Directors resolution under section 8(4) of the Companies Act 1980
- 2 Declaration made by a Director or the Secretary (on Form No. R8) of the company verifying that a Directors Resolution under section 8(3) of the Companies Act 1980 has been passed and that the conditions specified in section 8(11) have been satisfied.

Presenter's name, address and

reference (if any):  
G. S. S. S. S. ECA  
International Aeradio  
Ltd  
Aeradio House, Hayes  
Road, Southall, Middx  
UB2 5NJ

For official use

General section

Post room





Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

THE COMPANIES ACTS 1948 TO 1980

Form No R8

# Declaration by Director or Secretary on application by an old public company for re-registration as a public company

# R8

Pursuant to section 8(5)(b) of the Companies Act 1980

For official use

Company number

1163

427272

Name of Company

INTERNATIONAL AERADIO LIMITED

Limited

I, Alan Swann FCA of Aeradio House, Hayes Road, Southall,  
Middlesex, UB2 5NJ

\* Delete as  
appropriate

being [the secretary] ~~[a director]~~ of the above named company, do solemnly and sincerely declare that:

- 1 the directors have passed a resolution complying with section 8(4) of the Companies Act 1980 that the company should be re-registered as a public company and;
- 2 the conditions specified in section 8(II) of the Act were satisfied at the time of the resolution.

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 Aeradio House, Hayes  
Road, Southall, Middlesex

Signature of Declarant

the 10<sup>th</sup> day of March

One thousand nine hundred and eighty two

before me DC Walker

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

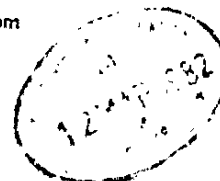
Presentor's name, address and  
reference (if any):

Alan Swann FCA, IAL,  
Aeradio House Hayes  
Road, Southall, Middx  
UB2 5NJ,

For official use

General section

Post room



No.427272 114

THE COMPANIES ACT, 1929  
and  
THE COMPANIES ACTS, 1948 - 1981

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A PUBLIC COMPANY LIMITED BY SHARES

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MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
of  
INTERNATIONAL AERADIO public limited company

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Incorporated the 9th day of January, 1947

No 497878



**Certificate** under Section 94 (3) of the Companies Act, 1929,  
that a Company is entitled to commence business.

**I Hereby Certify,** That

**INTERNATIONAL AERADIO LIMITED**

having complied with the conditions of Section 94 (3) of the Companies Act, 1929, is entitled to commence business.

Given under my hand at London this twenty-ninth day of January One  
Thousand Nine Hundred and Forty-seven.

*Robert*

Registrar of Companies.

No. 427272



# Certificate of Incorporation

I Hereby Certify, That

INTERNATIONAL AERADIO LIMITED

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

Given under my hand at London this Ninth day of January One Thousand Nine Hundred and Forty-seven.

*Quentin*  
Registrar of Companies

The Companies Act 1929  
and  
The Companies Acts 1948 - 1981

---

A PUBLIC COMPANY LIMITED BY SHARES

---

Memorandum of Association  
of

INTERNATIONAL AERADIO public limited company  
(as altered by a Resolution of the Board passed on  
1st March 1982)

- 
1. The name of the Company is "INTERNATIONAL AERADIO public limited company."
  2. The Company is to be a public company.
  3. The registered office will be situate in England.
  4. The objects for which the Company is established are:-

(1) To send and receive signals, messages and communications to and from aircraft, dirigibles and all other vehicles propelled in the air and to send and receive signals, weather reports, messages and communications of all kinds and descriptions and to create, install and operate systems of communication in all parts of the world and to improve and prosecute the art and business of electric communication and to radiate, receive and utilise electro-magnetic waves.

(1) (a) To design, operate, manage, construct and maintain aerodromes, tracks or any surfaces together with all necessary and suitable buildings therefor and services ancillary thereto whether on the Company's own behalf or on behalf of others and whether commercially or by way of experiment or research or for any other purposes.

- (1) (b) To carry on the business of printers, engravers, publishers, book and print sellers, book binders and art journalists, manufacturers and distributors of and dealers in engravings, prints, drawings and any written, engraved, painted or printed productions in all their branches and to reproduce by photography by off-set duplicating, by silk screening or any other means.
- (2) To lay out, establish, acquire, construct, lease, own, provide, maintain, install, equip, and operate stations and plants for transmitting, broadcasting, receiving and utilising electro-magnetic waves and to construct and install all electric, generating and power stations, dynamos and other equipment necessary or desirable therefor in connection with the business of the Company.
- (3) To establish, acquire, lease, own, provide, maintain, install, equip and operate testing grounds, slipways, waterways, hangars, garages, warehouses, wharfs, quays, docks, works, factories, workshops, buildings, offices, hotels, restaurants, shops, vessels, aircraft, projectiles and flying machines of all kinds whether self-propelled or otherwise, vehicles and other accommodation or facilities for or in connection with the business of the Company and to subsidise or otherwise assist or take part in any such objects and to provide dwelling-houses, rest-houses and other accommodation for employees of the Company.
- (4) To lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell or otherwise dispose of, trade in and deal with wireless and radio sets, navigational aids, systems and appliances and electrical commercial appliances of whatever nature and description in all parts of the world and to make tests and improvements for the purpose of developing and improving the same; to act as experts and general designing specialists and agents.

- (5) To install, equip and maintain all kinds of communicating and receiving apparatus, wireless, radio or otherwise, on all aircraft and other vehicles propelled in the air or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.
- (6) To make and carry into effect arrangements and agreements with Her Majesty's Government, and with the Governments of British Dominions and Colonies and foreign states, Air Transport undertakings and agencies, railway companies, shipowners, shippers and others for all or any purposes of the Company.
- (7) To act as radio or wireless or electrical engineers, contractors and manufacturers, and to prepare plans and designs for the construction, installation, maintenance and operation of wireless receiving and transmitting stations in the air and on, above or under land or water and to manage or assist in the management of any such stations which may be established or maintained by or belong to any government, municipality, authority, corporation, company, body or person upon such terms as the Company may consider expedient.
- (8) The purposes, objects and powers of the Company shall be construed to include and embrace communications by wire line facilities as fully and to the same extent as its purposes, objects and powers apply or relate to radio communications and facilities, including, but without limitation, the power to lease or otherwise acquire and operate wire line circuits and facilities for the transmission of communications for or relating to aviation.
- (9) To promote, establish, maintain, develop and carry on any school for the training and instruction of the Company's staff and others, or to make arrangements for such training or instruction, and to subsidise or otherwise assist or take part in any such objects.

- (10) To deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in such business and to manufacture such articles and things.
- (11) To undertake the conduct, management, agency and administration on behalf of any other corporation, company, body or person, of any business or undertaking of a kind which the Company is authorised to carry on.
- (12) To adopt such means of making known the services afforded by the Company and the countries and places which it serves as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (13) To make and carry into effect arrangements by way of partnership, co-ownership, working agreement or co-operation, or for sharing or pooling receipts, expenses, profits or losses, or for reciprocal or other concession, or for the interchange of business accommodation and facilities or otherwise with any corporation, company, body or person carrying on or proposing to carry on or engage in any business or transaction capable of being conducted in conjunction with, or so as to benefit, the Company.
- (14) To make and carry into effect arrangements with any government, municipality or authority that may seem conducive to the furtherance of the Company's objects or any of them and to obtain from any such government municipality or authority or otherwise any charter, right, privilege or concession which it may be deemed desirable to obtain and to carry out and exercise the same and comply with the conditions thereof.
- (15) To acquire on any terms, carry on and develop the whole or any part of the business, undertaking or assets of any corporation, company or person carrying on any business or undertaking of a kind which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

- (16) To amalgamate with any other company having objects altogether or in part similar to those of the Company upon such terms (including terms as to the issue or acceptance by the Company of fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, stocks or securities, and the acceptance of liabilities) as the Company may think fit.
- (17) To guarantee all or any liabilities of and to assist or subsidise any customer of the Company or any corporation, company or person having objects similar to those of the Company or carrying on a business or undertaking of a kind which the Company is authorised to carry on.
- (18) To lend money to, and guarantee or undertake the obligations of and the payment of dividends and interest on, and for repayment or payment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations of, any company, in any case in which such loan, guarantee or undertaking may be considered likely, directly or indirectly, to further the objects of the Company or the interests of any of its members.
- (19) To acquire any real or personal property wherever situate or any estate, share or interest therein, or any option or other right in relation thereto, either absolutely or by way of lease, hire or otherwise, or any right, concession or privilege which the Company may think necessary, convenient or suitable for its objects.
- (20) To obtain or acquire by application, purchase, licence or otherwise and to exercise and use and to grant licences to others to exercise and use patent rights, concessions or other protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such rights, concessions or protection, and to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.

- (21) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (22) To sell, exchange, lease, let, grant licences, easements and other rights over, or otherwise dispose of, or deal with, any real and personal property, assets, business, rights and effects of the Company or the undertaking of the Company, or any part thereof, or any option or other right in relation thereto, or any share or interest therein for such consideration and generally on such terms as the Company may determine.
- (23) On any sale, disposition, or arrangement by or with the Company to accept payment, in whole or in part, in cash payable by instalments or otherwise, fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, debentures or any other securities whatever and subject or not to any restriction as to transfer or otherwise and generally on such terms as the Company may determine.
- (24) To promote or aid in the promotion of any company or companies for the purpose of acquiring the business or undertaking or assets of the Company or any part thereof or for any purpose deemed calculated to benefit the Company directly or indirectly.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in the shares, stocks or securities of any company promoted by the Company or carrying on or proposing to carry on any business or undertaking of a kind which the Company is authorised to carry on.

- (26) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or obtaining any statutory powers or provisional order or otherwise furthering the interests of the Company or its members and to oppose any such steps taken by any other authority, corporation, company, body or person, which may be considered likely directly or indirectly to prejudice or affect the interests of the Company or its members.
- (27) To make donations or grant gratuities, pensions or allowances or participations in profits or otherwise to and to establish, support, organise and contribute to schemes for the benefit of, officers or employees or former officers or employees of the Company, or its predecessors in business, or the dependants, relations or connections of such persons, or any other persons, or for any objects, and to establish and support and subscribe to or aid in the establishment or support of associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or any of its members.
- (28) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by and create and issue bonds, debentures, debenture stock, perpetual or redeemable, mortgages, or negotiable or other instruments, to mortgage or charge all or any of the property and uncalled capital or the undertaking of the Company, or any part thereof, to purchase any securities so issued and to receive deposits of money on any terms.
- (29) To make, accept, endorse and negotiate bills of exchange, promissory notes and other negotiable instruments.

- (30) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (31) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (32) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (33) To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend money to any person or company and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company.
- (34) To distribute amongst the members of the Company in specie any property of the Company.
- (35) To do all or any of the above things in any part of the world and either alone or in conjunction with others, and either as principals or by or through agents, trustees, contractors or otherwise.
- (36) To do all other things whatsoever, whether of the like or other nature, which may be conveniently carried on and done in connection with the Company's objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.
- (37) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated or resident in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The liability of the members is limited.

6. The share capital of the Company is £2,100,000 divided into 2,100,000 shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being taken 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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DAVID STEBBINGS, 1, Bank Buildings, Princes St., London, E.C.2. Solicitor's Articled Clerk.	One "A" Share
GEORGE J. WILLIAMS, 1, Bank Buildings, Princes St., London, E.C.2. Solicitors Managing Clerk.	One "A" Share
A. W. WOOD, 1, Bank Buildings, Princes St., London, E.C.2. Solicitors Managing Clerk.	One "A" Share
L. A. M. MACKAY, 1, Bank Buildings, Princes St., London, E.C.2. Solicitors Clerk.	One "A" Share
E. T. HORNE, 1, Bank Buildings, Princes St., London, E.C.2. Solicitors Managing Clerk.	One "A" Share
B. KIRBY, 1, Bank Buildings, Princes St., London, E.C.2. Law Clerk.	One "A" Share
H. G. G. COX 1, Bank Buildings, Princes St., London, E.C.2. Solicitors Managing Clerk.	One "A" Share

Dated this 1st day of January, 1947.

Witness to the above Signatures:-

LESLIE E. PEPPIATT,  
1, Bank Buildings, Princes St.,  
London, E.C.2.  
Solicitor

# FILE COPY



## CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 427272 | 165.

I hereby certify that

INTERNATIONAL AIRADIO public limited company

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 16TH MARCH 1982

A handwritten signature in ink, appearing to be 'J. J. J.', written over a circular stamp.

Assistant Registrar of Companies

Registered No: 427272 100

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

INTERNATIONAL AERADIO public limited company

At an Extraordinary General Meeting of the Members of the above-named company held at Aeradio House, Hayes Road, Southall, Middlesex, UB2 5NJ on 28th July 1982 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT article 25 of the Articles of Association of the Company be altered:

- (a) By inserting the words "Subject to the provisions of Article 25(H) below" at the beginning of Article 25(A).
- (b) By adding the following as Article 25(H):
- "(H) The provisions of paragraph (A) above shall not apply in respect of any transfer of shares made by way of acceptance of an offer made by any person not already a member of the Company to acquire all the issued shares of the Company, (such offer hereinafter referred to as "the Offer"), provided that the Board of the Company have resolved that the terms of the Offer are suitable to be put to the Shareholders of the Company."

Filed pursuant to Section 9 of the European Communities Act 1972.

*G. Swain*  
Company Secretary



## 28

Pursuant to section 62 of the Companies Act 1948  
as amended by the Companies Act 1976

**To the Registrar of Companies**

Company number

171

427272

\*Delete if inappropriate

Name of company

INTERNATIONAL AERADIO plc

Limited\*

Notice of consolidation, division, sub-division, or conversion into stock or 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 shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

By Special Resolution passed at an Extraordinary General Meeting of the Company held on 6th April, 1983 each of the existing unissued 40,000 "A" Ordinary Shares of £1 each and 188,840 unissued "B" Ordinary Shares of £1 each in the capital of the Company was sub-divided into 100 "A" Ordinary Shares of 1p each and 100 "B" Ordinary Shares of 1p each respectively.

2000 年 10 月 1 日  
2000 年 10 月 1 日

Signed

[Director] [Secretary]† Date

13/4/1983

Donor's name, address and  
phone (if any):

For official use  
General section

**Post room**

John Swann, Aeradio Hse  
Hayes Road  
Sewall  
Middlesex  
EN1 5BT



1142

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS 1948 to 1981

A PUBLIC COMPANY LIMITED BY SHARES

# INTERNATIONAL AERADIO plc.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the offices of S. G. Warburg & Co. Ltd., St. Albans House, Goldsmith Street, London EC2P 2DL on Wednesday the 6th day of April, 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

## SPECIAL RESOLUTION

· THAT:

- (i) each of the existing unissued 40,000 "A" Ordinary shares of £1 each and 188,840 unissued "B" Ordinary Shares of £1 each in the capital of the Company be sub-divided into 100 "A" Ordinary Shares of 1p each and 100 "B" Ordinary Shares of 1p each respectively having the respective rights and being subject to the respective restrictions attached thereto by the Articles of Association of the Company as altered by paragraph (v) of this Resolution;
- (ii) forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (iii) of this Resolution, each of the existing issued "A" Ordinary Shares of £1 each in the capital of the Company be converted into one "A" Deferred Share of £1 and each of the existing "B" Ordinary Shares of £1 each in the capital of the Company be converted into one "B" Deferred Share of £1 having the respective rights and being subject to the respective restrictions attached thereto by the Articles of Association of the Company as altered by paragraph (v) of this Resolution;
- (iii) upon the recommendation of the Directors, it is desirable to capitalise the sum of £18,711.60 being part of the amount standing to the credit of the Company's reserves and accordingly that such sum be set free for distribution among the holders of the "A" Ordinary Shares of £1 each and the "B" Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 1,850,000 unissued "A" Ordinary Shares of 1p each and 21,160 unissued "B" Ordinary Shares of 1p each to be allotted and distributed credited as fully paid up to and amongst such persons in the proportions aforesaid, that is to say in the proportion of one new "A" Ordinary Share of 1p for every "A" Ordinary Share of £1 and one new "B" Ordinary Share of 1p for each "B" Ordinary Share of £1 then held by them respectively;
- (iv) notwithstanding the provisions of Article 47 of the Company's Articles of Association and for the purposes of Section 14 of the Companies Act 1980 the Directors of the Company be and they are hereby authorised to allot to the Shareholders of the Company (or otherwise as they may direct) 1,850,000 unissued "A" Ordinary Shares of 1p each and 21,160 unissued "B" Ordinary Shares of 1p each in accordance with the provisions of and in the proportions set out in paragraph (iii) of this Resolution and the authority hereby conferred on the Directors shall, subject to the provisions of sub-section (5) of the said Section 14, expire on the 31st day of December, 1983; and



(v) the Articles of Association of the Company be altered as follows:—

(I) by the deletion of Article 4 and the substitution therefor of the following new Article 4

"4. The authorised share capital is £2,100,000 divided into 4,000,000 "A" Ordinary Shares of 1p each, 18,884,000 "B" Ordinary Shares of 1p each, 1,850,000 "A" Deferred Shares of £1 each and 21,160 "B" Deferred Shares of £1 each. Save as regards capital on a return of assets (as provided for in sub-paragraph (b) hereafter) all the said Ordinary Shares shall carry and be subject to the same rights and incidents and shall rank for dividend and in all other respects *pari passu* as a single class of shares. Save for the purposes of the special rights of appointing Directors provided for by Article 78(1) attaching to the said "A" Deferred Shares and "B" Deferred Shares all the said Deferred Shares shall carry and be subject to the same rights and incidents and shall rank *pari passu* in all respects as a single class of shares. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Shares are as follows:—

(a) as regards income: the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them respectively; the holders of the Deferred Shares shall not be entitled to participate in any such profits

(b) as regards capital: on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the "B" Ordinary Shares the sum of 1p per share, secondly in paying to the holders of the "A" Ordinary Shares the sum of 1p per share, thirdly in paying to the holders of the "A" Ordinary Shares and the "B" Ordinary Shares *pari passu* the sum of £1,000 per share and fourthly in repaying to the holders of the Deferred Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively

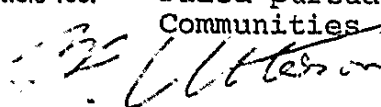
(c) as regards voting: except in so far as required to fulfil the provisions of Article 78(1) hereof the Deferred Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company."

(II) by the deletion of Article 78(1) and the substitution therefor of the following new Article 78(1):—

"The Directors shall be appointed as follows: ten Directors by the holders of "A" Deferred Shares for the time being issued; two Directors by the holders of "B" Deferred Shares for the time being issued".

(III) by the insertion of the word "Deferred" before the word "shares" where the same occurs in line 3 of Article 78(II), line 1 of Article 78(IV), lines 3, 5 and 8 of Article 78(V) and in lines 3 and 7 of Article 100. Filed pursuant to Section 9 of the European

Communities Act 1972.

 J.P. Utterson,

Chairman of the Meeting.

Registered No. 427272

1180.

22/30

THE COMPANIES ACTS 1948 TO 1981

Company Limited by SHARES

SPECIAL RESOLUTION

OF

INTERNATIONAL AERADIO public limited company

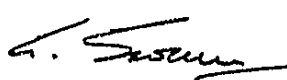
At an Extraordinary General Meeting of the Members of the above-named company held at STC House, 190 The Strand, London WC2 on 1st March 1984 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered by substituting for the existing Article 89 the following:-

- 89 The continuing Directors may act, notwithstanding any vacancy in their body; but so that if the number falls below four the Directors shall not, except for the purpose of convening a General Meeting of the Company or a separate Meeting of the holders of Shares of any class or group, act so long as their number is below four. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting."

Filed pursuant to Section 9 of the European Communities Act 1972.

  
ALAN SWANN  
Company Secretary



G

Please do not  
write in this  
binding margin

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

183

427272

Name of Company

International Aeradio plc

Limited\*

\*delete if  
inappropriate+delete as  
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 30<sup>th</sup> DECEMBER 1983

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 18,900,000 beyond the registered capital of £ 2,100,000

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
96,917,900	'A' Ordinary Shares	1 pence
17,728,051	'C' Deferred Shares	£1
202,770	'B' Deferred Shares	£1

(If any of the new shares are preference shares state whether they are redeemable or not)

The conditions (eg. voting rights, dividend rights, winding up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Please tick here if  
continued overleaf†delete as  
appropriate

Signed

A. Swann

[Director] [Secretary]† Date

10/5/84

Presenter's name, address and  
reference (if any):A. Swann  
Aeradio House  
Hayes Road  
Southall  
MiddlesexFor official use  
General section

Post room



• conditions (eg. voting rights, dividend rights, winding-up rights etc,) subject to which the new shares have been or are to be issued (continued).

Registered No: 427272

1187  
THE COMPANIES ACTS 1948 to 1981  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
OF

INTERNATIONAL AERADIO public limited company  
At an Extraordinary General Meeting of the members of the above- named company held at Aeradio House, Hayes Road, Southall, Middlesex, UB2 5NJ on 30th December 1983 the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

THAT

(i) "the authorised share capital of the Company be increased to £21,000,000 by the creation of 96,917,900 'A' Ordinary Shares of 1p 17,728,051 'A' Deferred Shares of £1 and 202,770 'B' Deferred Shares of £1".

(ii) the Articles of Association of the Company be altered as follows:-  
by the deletion of Article 4 and the substitution therefor of the following new Article 4

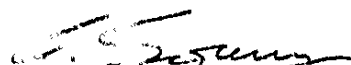
"4. The authorised share capital is £21,000,000 divided into 100,917,900 'A' Ordinary Shares of 1p each, 18,884,000 'B' Ordinary Shares of 1p each, 19,578,051 'A' Deferred Shares of £1 each and 223,930 'B' Deferred Shares of £1 each. Save as regards capital on a return of assets (as provided for in sub-paragraph (b) hereafter all the said Ordinary Shares shall carry and be subject to the same rights and incidents and shall rank for dividend and in all other respects pari passu as a single class of shares. Save for the purposes of the special rights of appointing Directors provided for by Article 78(1) attaching to the said 'A' Deferred Shares and 'B' Deferred Shares all the said Deferred Shares shall carry and be subject to the same rights and incidents and shall rank pari passu in all respects as a single class of shares. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Shares are as follows:-

(a) as regards income: the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively; the holders of the Deferred Shares shall not be entitled to participate in any such profits.

(b) as regards capital: on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the 'B' Ordinary Shares the sum of 1p per share, secondly in paying to the holders of the 'A' Ordinary Shares the sum of 1p per share, thirdly in paying to the holders of the 'A' Ordinary Shares and the 'B' Ordinary Shares pari passu the sum of £1,000 per share and fourthly in repaying to the holders of the Deferred Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(c) as regards voting: except in so far as required to fulfil the provisions of Article 78(1) hereof the Deferred Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company.

Filed pursuant to Section 9 of the European Communities Act 1972

  
Company Secretary



# G

COMPANIES FORM No. 242

# 242

## Notice of claim to extension of period allowed for laying and delivering accounts—oversea business or interests

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of company

†Delete as appropriate

To the Registrar of Companies

For official use

Company number

2105

427272

Name of company

\* INTERNATIONAL AERADIO plc

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company (ended on) which ended on

Day Month Year

3 1 1 2 1 9 8 5

Signed

[Director] [Secretary] † Date 25.07.1986

### Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presenter's name address and reference (if any):

J B Wilson  
International Aeradio plc  
Aeradio House  
Hayes Road  
South  
Middle, UB2 5NJ

oyez

For official use  
General Section

CLASS DATE  
26 JUL 1986

Post room

26 JUL 1986

oyez Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies G242

1985 Edition  
F5475 10-85  
\*\*\*\*\*

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

22

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of company

**Note**  
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete or delete as appropriate

To the Registrar of Companies

For official use

Company number

[2710]

427272

Name of company

\* INTERNATIONAL AERADIO plc

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 3 1 9 8 7

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of British Telecommunications plc\_\_\_\_\_, company number 1800000the accounting reference date of which is 31st March

Signed

[Director] [Secretary]† Date 11th December 1986

Presenter's name and address and reference (if any):

J B Wilson  
IAL  
Aeradio House  
Hayes Road  
Southall  
Middlesex  
UB2 5NU

For official Use  
General Section

Post room

JORDANS  
Solicitors

# G

COMPANIES FORM No. 122

## Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

# 122

Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

427272

Name of company

\* INTERNATIONAL AERADIO public limited company

\*Insert full name  
of company

gives notice that:

On 15th October 1987 the 100917900 "A" Ordinary Shares of 1p each were consolidated, divided and converted into 1,009,179 Ordinary Shares of £1 each, the 18,884,000 "B" Ordinary Shares of 1p each were consolidated, divided and converted into 188,840 Ordinary Shares of £1 each, the 19,578,051 "A" Deferred Shares of £1 each were converted into 19,578,051 Ordinary Shares of £1 each and the 223,930 "B" Deferred Shares of £1 each were converted into 223,930 Ordinary Shares of £1 each.

Not to be  
inserted

Signed

[Director][Secretary]† Date

18 November

Presenter's name, address and  
reference (if any):

David Stapleton  
200  
Room 1200  
1st Floor  
11, Doreto Street  
LONDON ECUA 7AD

For official use  
General Section

Post room

23 NOV 1987



The Stationers' Law Stationery Society plc, Oyez House, 27 Canscott Street, London SE1 5TS

Companies G122

1986 Edition  
11 85 F5453  
5017042

Company Number: 427272

INTERNATIONAL AERADIO PLC

The Companies Act 1985

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

Passed 7 February, 1992

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at 81 Newgate Street, LONDON, EC1A 7AJ on 7 February, 1992 the following RESOLUTIONS were duly approved:

1. SPECIAL RESOLUTION

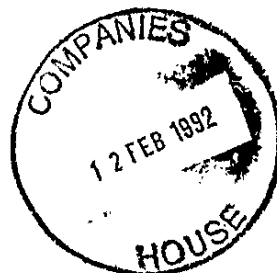
"THAT the Company, being a public limited company, be re-registered under Section 53 of the Companies Act 1985 as a private company limited by shares under the name "International Aeradio Limited".

2. SPECIAL RESOLUTION

- a) "THAT the alteration of the Memorandum of Association to reflect the re-registration of the Company as a private company limited by shares, as set out in the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be and is hereby approved."
- b) "THAT the alteration of the Articles of Association of the Company to reflect the re-registration of the Company as a private company limited by shares, as set out in the printed document produced to this meeting, and for the purpose of identification signed by the Chairman hereof, be and is hereby approved."

Signed.....  
(Secretary/Director)

7 February 1992



# G

COMPANIES FORM No.53

## Application by a public company for re-registration as a private company

# 53

Please do not  
write in  
this margin

Pursuant to section 53 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

427272

Name of company

\* insert existing full  
name of company

\* INTERNATIONAL AERADIO plc

§ insert full name of  
company amended to  
make it appropriate  
for this company  
as a private limited  
company

applies to be re-registered as a private company by the name of §

INTERNATIONAL AERADIO LIMITED

• delete if previously  
presented for  
registration

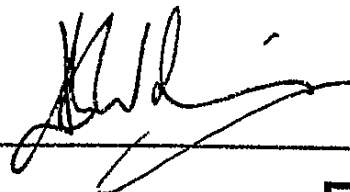
and, for that purpose, delivers the following document(s) for registration:

[1 Copy of the special resolution that the company be re-registered as a private company.]ø

2 Printed copy of the memorandum and articles of association as altered by the special resolution that  
the company be re-registered

† delete as  
appropriate

Signed



[Director] [Secretary] † Date 7 February 1992

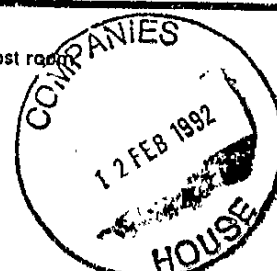
Presenter's name address and  
reference (if any):

Mr E M Duffy  
111 A44  
10 Newgate Street  
London EC4A 3AT

For official Use  
General Section

£50

Post room



118/905031/£50

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION\*

OF

INTERNATIONAL AERADIO LIMITED

1. The name of the Company is "INTERNATIONAL AERADIO LIMITED."
2. The Company is to be a private company.
3. The registered office will be situate in England.
4. The objects for which the Company is established are:-
  - (1) To send and receive signals, messages and communications to and from aircraft, dirigibles and all other vehicles propelled in the air and to send and receive signals, weather reports, messages and communications of all kinds and descriptions and to create, install and operate systems of communication in all parts of the world and to improve and prosecute the art and business of electric communication and to radiate, receive and utilise electro-magnetic waves.
  - (1)(a) To design, operate, manage, construct and maintain aerodromes, tracks or any surfaces together with all necessary and suitable buildings therefor and services ancillary thereto whether on the Company's

\* (Amended by Special Resolution dated 7 February 1992)



own behalf or on behalf of others and whether commercially or by way of experiment or research or for any other purposes.

- (1)(b) To carry on the business of printers, engravers, publishers, book and print sellers, book binders and art journalists, manufacturers and distributors of and dealers in engravings, prints, drawings and any written, engraved, painted or printed productions in all their branches and to reproduce by photography by off-set duplicating, by silk screening or any other means.
- (2) To lay out, establish, acquire, construct, lease, own, provide, maintain, install, equip and operate stations and plants for transmitting, broadcasting, receiving and utilising electro-magnetic waves and to construct and install all electric, generating and power stations, dynamos and other equipment necessary or desirable therefor in connection with the business of the Company.
- (3) To establish, acquire, lease, own, provide, maintain, install, equip and operate testing grounds, slipways, waterways, hangars, garages, warehouses, wharfs, quays, docks, works, factories, workshops, buildings, offices, hotels, restaurants, shops, vessels, aircraft, projectiles and flying machines of all kinds whether self-propelled or otherwise, vehicles and other accommodation or facilities for or in connection with the business of the Company and to subsidise or otherwise assist or take part in any such objects and to provide dwelling-houses, rest-houses and other accommodation for employees of the Company.
- (4) To lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell or otherwise dispose of, trade in and deal with wireless and radio sets, navigational aids, systems and appliances and electrical commercial appliances of whatever nature and

description in all parts of the world and to make tests and improvements for the purpose of developing and improving the same; to act as experts and general designing specialists and agents.

- (5) To install, equip and maintain all kinds of communicating and receiving apparatus, wireless, radio or otherwise, on all aircraft and other vehicles propelled in the air or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.
- (6) To make and carry into effect arrangements and agreements with Her Majesty's Government, and with the Governments of British Dominions and Colonies and foreign states, Air Transport undertakings and agencies, railway companies, shipowners, shippers and others for all or any purposes of the Company.
- (7) To act as radio or wireless or electrical engineers, contractors and manufacturers, and to prepare plans and designs for the construction, installation, maintenance and operation of wireless receiving and transmitting stations in the air and on, above or under land or water and to manage or assist in the management of any such stations which may be established or maintained by or belong to any government, municipality, authority, corporation, company, body or person upon such terms as the Company may consider expedient.
- (8) The purposes, objects and powers of the Company shall be construed to include and embrace communications by wire line facilities as fully and to the same extent as its purposes, objects and powers apply or relate to radio communications and facilities, including, but without limitation, the power to lease or otherwise acquire and operate wire line circuits and facilities for the transmission of communications for or relating to aviation.

- (9) To promote, establish, maintain, develop and carry on any school for the training and instruction of the Company's staff and others, or to make arrangements for such training or instruction, and to subsidise or otherwise assist or take part in any such objects.
- (10) To deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in such business and to manufacture such articles and things.
- (11) To undertake the conduct, management, agency and administration on behalf of any other corporation, company, body or person, of any business or undertaking of a kind which the Company is authorised to carry on.
- (12) To adopt such means of making known the services afforded by the Company and the countries and places which it serves as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (13) To make and carry into effect arrangements by way of partnership, co-ownership, working agreement or co-operation, or for sharing or pooling receipts, expenses, profits or losses, or for reciprocal or other concession, or for the interchange of business accommodation and facilities or otherwise with any corporation, company, body or person carrying on or proposing to carry on or engage in any business or transaction capable of being conducted in conjunction with, or so as to benefit, the Company.
- (14) To make and carry into effect arrangements with any government, municipality or authority that may seem conducive to the furtherance of the Company's objects or any of them and to obtain from any such government, municipality or authority or otherwise any charter, right,

privilege or concession which it may be deemed desirable to obtain and to carry out and exercise the same and comply with the conditions thereof.

- (15) To acquire on any terms, carry on and develop the whole or any part of the business, undertaking or assets of any corporation, company or person carrying on any business or undertaking of a kind which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (16) To amalgamate with any other company having objects altogether or in part similar to those of the Company upon such terms (including terms as to the issue or acceptance by the Company of fully or partly paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, stocks or securities, and the acceptance of liabilities) as the Company may think fit.
- (17) To guarantee all or any liabilities of and to assist or subsidise any customer of the Company or any corporation, company or person having objects similar to those of the Company or carrying on a business or undertaking of a kind which the Company is authorised to carry on.
- (18) To lend money to, and guarantee or undertake the obligations of and the payment of dividends and interest on, and for repayment or payment of capital paid up or other moneys payable in respect of any stock, shares, securities and obligations of, any company, in any case in which such loan, guarantee or undertaking may be considered likely, directly or indirectly, to further the objects of the Company or the interests of any of its members.
- To acquire any real or personal property wherever situate or any estate, share or interest therein, or any option or other right in relation thereto, either absolutely or by

way of lease, hire or otherwise, or any right, concession or privilege which the Company may think necessary, convenient or suitable for its objects.

- (20) To obtain or acquire by application, purchase, licence or otherwise and to exercise and use and to grant licences to others to exercise and use patent rights, concessions or other protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such rights, concessions or protection, and to acquire, use and register trade marks, trade names, registered or other designs, rights of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (21) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (22) To sell, exchange, lease, let, grant licences, easements and other rights over, or otherwise dispose of, or deal with, any real and personal property, assets, business, rights and effects of the Company or the undertaking of the Company, or any part thereof, or any option or other right in relation thereto, or any share or interest therein for such consideration and generally on such terms as the Company may determine.
- (23) On any sale, disposition, or arrangement by or with the Company to accept payment, in whole or in part, in cash payable by instalments or otherwise, fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, debentures or any other securities whatever and

subject or not to any restriction as to transfer or otherwise and generally on such terms as the Company may determine.

- (24) To promote or aid in the promotion of any company or companies for the purpose of acquiring the business or undertaking or assets of the Company or any part thereof or for any purpose deemed calculated to benefit the Company directly or indirectly.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal in the shares, stocks or securities of any company promoted by the Company or carrying on or proposing to carry on any business or undertaking of a kind which the Company is authorised to carry on.
- (26) To take all necessary or proper steps with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations, for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or obtaining any statutory powers or provisional order or otherwise furthering the interests of the Company or its members and to oppose any such steps taken by any other authority, corporation, company, body or person, which may be considered likely directly or indirectly to prejudice or affect the interests of the Company or its members.
- (27) To make donations or grant gratuities, pensions or allowances or participations in profits or otherwise to and to establish, support, organise and contribute to schemes for the benefit of, officers or employees or former officers or employees of the Company, or its predecessors in business, or the dependants, relations or connections of such persons, or any other persons, or for any objects, and

to establish and support and subscribe to or aid in the establishment or support of associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or any of its members.

- (28) To borrow or raise money on any terms as to repayment or otherwise, and secure the same by and create and issue bonds, debentures, debenture stock, perpetual or redeemable, mortgages, or negotiable or other instruments, to mortgage or charge all or any of the property and uncalled capital or the undertaking of the Company, or any part thereof, to purchase any securities so issued and to receive deposits of money on any terms.
- (29) To make, accept, endorse, and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (30) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.
- (31) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (32) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (33) To invest and deal with the moneys of the Company in such manner as the Company may from time to time determine and to lend money to any person or company and on such terms as may be deemed expedient, and in particular to customers and others having dealings with the Company.

- (34) To distribute amongst the members of the Company in specie any property of the Company.
- (35) To do all or any of the above things in any part of the world and either alone or in conjunction with others, and either as principals or by or through agents, trustees, contractors or otherwise.
- (36) To do all other things whatsoever, whether of the like or other nature, which may be conveniently carried on and done in connection with the Company's objects, or which may be calculated directly or indirectly to enhance the value of or render profitable any business, property, or rights of the Company.
- (37) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether incorporated or resident in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or name of the Company.

5. The liability of the members is limited.

\*6. The share capital of the Company is £21,000,000 divided into 21,000,000 shares of £1 each.

\*The share capital was increased from £1,500,000 to £2,100,000 by Ordinary Resolution passed on 20th March 1974 and from £2,100,000 to £21,000,000 by Special Resolution passed on the 30th December 1983.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
DAVID STEBBINGS 1, Bank Buildings, Princes St, London EC2 Solicitor's Articled Clerk	One "A" Share
GEORGE J WILLIAMS 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
A W WOOD 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
L A M MACKAY 1, Bank Buildings, Princes St, London EC2 Solicitor's Clerk	One "A" Share
E T HORNE 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share
B KIRBY 1, Bank Buildings, Princes St, London EC2 Law Clerk	One "A" Share
H G G COX 1, Bank Buildings, Princes St, London EC2 Solicitor's Managing Clerk	One "A" Share

Dated this 1st day of January, 1947.

Witness to the above Signatures:-

LESLIE E PEPPIATT  
1, Bank Buildings, Princes St  
London EC2  
Solicitor

*D. J. Smith*  
Director

**THE COMPANIES ACT 1985**

**A PRIVATE COMPANY LIMITED BY SHARES**

**\*ARTICLES OF ASSOCIATION OF  
INTERNATIONAL AERADIO LIMITED**

**PRELIMINARY**

- 1 (a) The regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

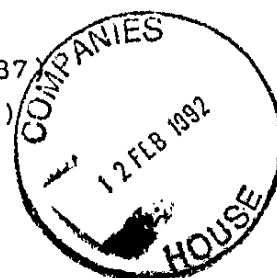
**ALLOTMENT OF SHARES**

- 2 (a) Shares which are comprised in the authorised share capital of the Company from time to time shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (b) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

\*Altered by Special Resolution passed on 15 October 1987

\*\*Altered by Special Resolution passed on 7 February 1992



(c) No shares of the Company shall be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium.

#### GENERAL MEETINGS AND RESOLUTIONS

3 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

4 Clause 41 in Table A shall be read and construed as if the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.

#### APPOINTMENT OF DIRECTORS

5 (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation. Accordingly, Clauses 73 to 77 (inclusive) in Table A shall not apply to the Company and no reference to retirement by rotation in Clauses 67 and 78 in Table A shall apply to the Company. The first sentence only of Clause 79 in Table A shall apply to the Company.

(d) A company for the time being the holding company of the Company within the meaning of Section 736 of the Act or a Member or Members holding a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy, and to remove from office any Director so appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the person or persons making the same, or in the case of a Company signed by one of its Directors or Officers on its behalf, and shall take effect upon lodgement at the registered office of the Company.

(e) The Company may by ordinary resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director.

#### BORROWING POWERS

6 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject to Section 80 of the Act (if applicable), to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### ALTERNATE DIRECTORS

7 (a) An Alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such

appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an Alternate Director to represent more than one Director, and an Alternate Director shall be entitled at any meeting of the Directors or of any Committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### PROCEEDINGS OF DIRECTORS

8 (a) A Director may vote, at any meeting of the Directors or of any Committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### SEAL

9 (a) Clause 101 in Table A shall not apply to the Company.

(b) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf.

(c) Every instrument to which the Seal shall be affixed shall be signed in any of the following manners:-

- (i) by one Director and the Secretary;
  - (ii) by two Directors;
  - (iii) by a person duly authorised by the Directors either generally or in relation to specific instruments or instruments of specific descriptions.
- (d) Notwithstanding the provisions of Clause 72 in Table A, a Committee authorised by the Board for the purposes of paragraph (b) of this Article may consist entirely of one or more persons other than Directors.

#### INDEMNITY

- 10 (a) Every Director or other Officer of the Company shall 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 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. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.



CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF A PUBLIC COMPANY  
AS A PRIVATE COMPANY

No 427272

I hereby certify that

INTERNATIONAL AERADIO LIMITED

formerly registered as a public company has this day  
been re-registered under the Companies Act 1985 as a  
private company, and that the Company is limited.

Given under my hand at Cardiff the 14TH FEBRUARY 1992

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)

An Authorised Officer

Company Number: 427272

INTERNATIONAL AERADIO LIMITED

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTIONS

---

Passed 25th March 1992

---

The following resolutions were passed by the members as a written resolution on 25th March 1992:

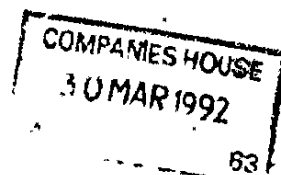
1. SPECIAL RESOLUTION

"THAT, the payment by the Company of £8,500,000 out of capital in accordance with Chapter VII of Part V of the Companies Act 1985 in respect of the purchase by the Company at a price of £1 per share of 8,500,000 of the Company's ordinary shares of £1 each be and is hereby approved.

AND THAT the terms of the Share Repurchase Agreement ("Agreement") proposed to be made between (1) Southgate Investments Limited and (2) the Company for the purchase of 8,500,000 ordinary shares of £1 each in the Company beneficially owned by Southgate Investments Limited, which terms are set out in the copy of the proposed Agreement annexed hereto and for the purposes of identification signed by the Chairman hereof, be and are hereby approved."

Signed.....  
(Secretary/Director)

Date.....25 March 1992.....



# G

COMPANIES FORM No.173

## Declaration in relation to the redemption or purchase of shares out of capital

# 173

Please do not  
write in  
this margin

Pursuant to section 173 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

427272

Name of company

\* INTERNATIONAL AERADIO LIMITED (Formerly International Aeradio plc)

**Note**  
Please read the notes  
on page 2 before  
completing this form

I/We John Allkins of Charnwood, Marsham Way, Gerrards Cross, Buckinghamshire

§ insert name(s) and  
address(es) of all  
the directors

AND

David Lynn Samuel of Downswood, Kingswood Road, Tylers Green, Penn,  
Buckinghamshire HP10 8JL

† delete as  
appropriate

~~(the sole director)~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

- (a) ~~that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979~~  
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~  
(c) that of something other than the above

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ 8,500,000 -----  
(note 1)

Continued overleaf

Preparator's name address and  
reference (if any):

David Grover  
PP B7045  
British Telecommunications  
plc  
BT Centre  
81 Newgate Street  
EC1A 7AJ

For official Use  
General Section

Post room



I/We have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion.

Please do not  
write in  
this margin

(a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

(b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

And I/we 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 81 Newgate Street  
London E.C.1A.5

Declarant(s) to sign below

the 25th day of March  
one thousand nine hundred and twenty five

before me DAVID ALAN CROFT

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

## Notes

1 'Permissible capital payment' means an amount which, taken together with  
(i) any available profits of the company; and  
(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;  
is equal to the price of redemption or purchase.

'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).

The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.

2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

*Y. J. Chen et al.*

### A summary list of

**Coopers  
& Lybrand  
(International)**

Continued  
 from page 1  
 (D). Over 5  
 Quads for  
 3715/72

**your reference**

for reference

HH412

25 March 1992

Dear Sirs

**AUDITORS' REPORT TO THE DIRECTORS OF INTERNATIONAL AERADIO LIMITED PURSUANT TO SECTION 173 (5) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors of International Aeradio Limited ("the Company") dated 25 March 1992 in connection with the Company's proposed purchase of its ordinary shares by a payment out of capital.

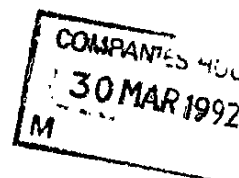
We have enquired into the state of the Company's affairs as far as necessary for us to review the bases for the statutory declaration.

In our opinion, the amount of £8, 500, 000 specified in the statutory declaration as the permissible capital payment for the shares to be purchased has been properly determined in accordance with Sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

Coopers & Lybrand Deloitte



• **adhering to**

Agents: **London** - Andrew Lloyd Webber Ltd, 31, D'Arby Street, London WC2H 9AT. **Manchester** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Newcastle** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Nottingham** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Reading** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Sheffield** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Southampton** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Stratford-upon-Avon** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Swindon** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Warrington** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Widnes** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Wolverhampton** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **Worcester** - Theatrical Agency, 10, Market Street, Manchester M1 1PL. **York** - Theatrical Agency, 10, Market Street, Manchester M1 1PL.

[illegible]

# G

COMPANIES FORM No. 225(1)

# 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

Insert full name of company

Note  
Details of day and month in 2, 3 and 4 should be the same.  
Please read notes 1 to 5 overleaf before completing this form

Delete as appropriate

1. To the Registrar of Companies  
(Address overleaf - Note 8)

Company number

427272

Name of company

INTERNATIONAL AERADIO LIMITED

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 6

- 3 The current accounting reference period of the company is to be treated as ~~(shortened)~~ (extended)† and ~~(is to be treated as having come to an end)~~ (will come to an end)† on

Day Month Year

0 0 6 1 9 9 2

- 4 If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary) (parent)† undertaking of

NOT APPLICABLE

company number

the accounting reference date of which is

- 5 If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on NOT APPLICABLE

and it is still in force.

- 8 Signed

Designation

Date

26/3/92

Presenter's name address

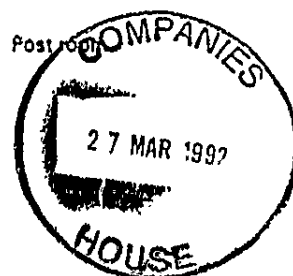
Telephone number and reference (if any):

MR A. E. WILSON  
INTERNATIONAL AERADIO LTD  
AERADIO HOUSE  
PAYNE ROAD  
SOUTHALL  
MIDDX UB2 5NJ

For official use

D.E.B.

Post room



dti

427272

## DEPARTMENT OF TRADE AND INDUSTRY

The Secretary of State, in exercise of the powers conferred on him by subsection (4) of Section 225 of the Companies Act 1985, as inserted by Section 3 of the Companies Act 1989, hereby directs that that subsection shall not apply to the notice given by INTERNATIONAL AERADIO LIMITED on 27 March 1992, whereby it extended to 30 June 1992 its accounting reference period which began on 1 April 1991.

Date



On behalf of the  
Secretary of State  
for Trade and Industry

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

427272

Name of company

\* INTERNATIONAL AERADIO LIMITED

\* insert full name of company

### Note

Details of day and month in 2. 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 0 0 4

3. The current accounting reference period of the company is to be treated as ~~shortened~~ ~~extended~~† and ~~is to be treated as having come to an end~~ (will come to an end)† on

Day Month Year

3 0 0 4 1 9 9 2

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

6. Signed

Designation: *Secretary*

Date 30/4/92

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address telephone number and reference (if any).

KENNETH BROWN  
100 PETER LANE  
LONDON E14 1DD

Ref: 100/100

For official use  
D.E.B.

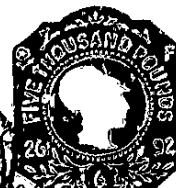
COMPANIES HOUSE  
14 MAY 1992  
M 63



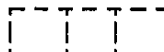
## COMPANIES FORM No. 169

**Return by a company purchasing  
its own shares****169**

Pursuant to section 169 of the Companies Act 1985

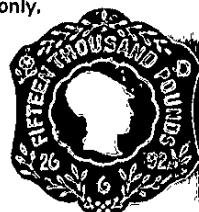
Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* Insert full name  
of companyN  
This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company§ A private company  
is not required to  
give this information§ Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriateTo the Registrar of Companies  
(Address overleaf)

For official use



Company number

427272

space below,  
Inland Revenue  
use only.

Name of company

\* INTERNATIONAL AERADIO LIMITED

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	8,500,000		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	30.04.92		
Maximum prices paid \$ for each share	--		
Minimum prices paid \$ for each share	--		

The aggregate amount paid by the company for the shares  
to which this return relates was: £8,500,000Stamp duty payable pursuant to section 66 of the Finance Act  
1985 on the aggregate amount at 50p per £100 or part of £100 £ 42,500

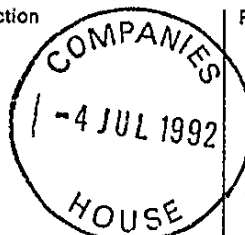
Signed

Designation

Secretary

Date

18 May 1992

Presentor's name address and  
reference (if any):Messrs  
100  
100  
100  
100For official Use  
General Section

Post room

# G

## COMPANIES FORM No. 244

# 244

### Notice of claim to extension of period allowed for laying and delivering accounts—oversea business or interests

Do not write in this margin

Pursuant to section 244 of the Companies Act 1985 as inserted by section 11 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies  
(Address overleaf)

Company number

427272

Name of company

\*Insert full name of company

INTERNATIONAL AERADIO LIMITED

†Delete as appropriate

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ <sup>which ends on</sup> ~~which ended on~~ 1st January 1993

Day Month Year

3 0 4 1 9 9 2

‡Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

*Ala. Rob*

Designation: *Director/Secretary* Date *2 February 1993*

#### Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presentor's name, address, telephone number and reference (if any):

*B. J. Roberts*  
*INTERNATIONAL AERADIO LIMITED*  
*LONDON W14*  
*STANBURY ROAD*  
*WIMBORNE*  
*DORSET*

For official use  
General Section

Post room

COMPANIES HOUSE  
5 FEB 1993  
M 77

## Notice of new accounting reference date given during the course of an accounting reference period

**225(1)**

Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985  
as amended by Schedule 13 to the Insolvency Act 1986

**Please complete  
legibly, preferably  
in black type, or  
bold block lettering**

**To the Registrar of Companies**

For official use

Company number

L	-	T	-	T	-
L					
L	-	T	-	T	-

427272

Name of company

\* INTERNATIONAL ABRADIO LIMITED

\* insert full name  
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day      Month

3	1	1	2
---	---	---	---

**Note**  
Please read notes  
1 to 4 overleaf  
before completing  
this form

Day      Month      Year

3	1	1	2	1	9	9	2
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary]~~[holding company]~~† of SERCO LIMITED

\_\_\_\_\_, company number 242246

the accounting reference date of which is 31 DECEMBER.

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force

Signed Chin. Nish Designation: Director/Secretary Date 9 FEBRUARY 1992.

Presenter's name address and reference (if any):

A. R. R. R. R.  
 10. 10. 10. 10. 10.  
 10. 10. 10. 10. 10.  
 10. 10. 10. 10. 10.  
 10. 10. 10. 10. 10.  
 10. 10. 10. 10. 10.

For official Use

### General Section

1 Post room

HOUSE  
1 JUL 1993  
76

COMPANY NO 427272

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

INTERNATIONAL AERADIO LIMITED

PASSED THE 17TH DAY OF JANUARY 1994

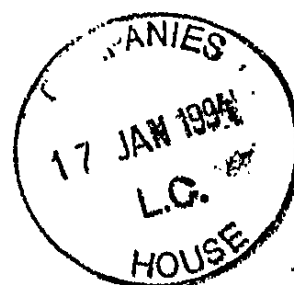
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the above date the following SPECIAL RESOLUTION was passed:-

RESOLUTION

That the name of the Company be and is hereby changed to:-

SERCO - IAL LIMITED

  
CHAIRMAN



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 427272

The Registrar of Companies for England and Wales hereby certifies that  
INTERNATIONAL AERADIO LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

SERCOIAL LIMITED

Given at Companies House, London, the 17th January 1994

*L. Mills*

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E