

Company No. 629992

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WHITBREAD PENSION TRUSTEES LIMITED

(the "Company")

17 February 2010

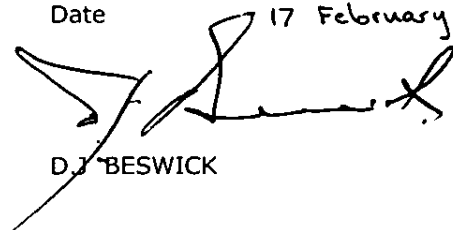
(the "Circulation Date")

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SPECIAL RESOLUTION

"THAT new articles of association in the form contained in the draft articles of association attached to this written resolution and initialled by the chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association "

Date 17 February 2010



D.J. BESWICK

C BENTLEY

P T GARDINER

K JONES

K S STERNBERG

C J DENLEY

R W FAIRHURST

G S LEE



LD6 18/02/2010 83
COMPANIES HOUSE

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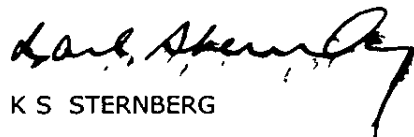
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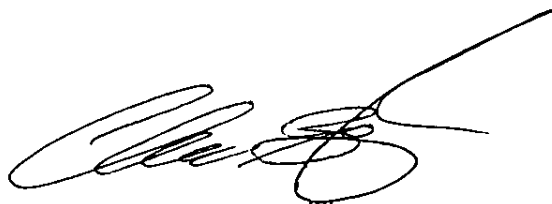
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Company No 629992

Whitbread Pension Trustees Limited

ARTICLES OF ASSOCIATION

(Adopted by special/written resolution passed

at 17:20 on 17 February 2010)

 KEITH JONES

Preliminary

1 (A) In these articles

"articles" means the articles of the Company,

"business day" means a day (other than a Saturday or Sunday) on which banks are open for business (other than solely for trading and settlement in euro) in London,

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

"directors" means the directors for the time being of the Company,

"executed" means any mode of execution,

"Independent Principal Employer Director" has the meaning given to it in paragraphs (E) and (F) of article 35,

"Member-Nominated Director" means a person who (i) is selected in accordance with the MND Arrangements to hold office as a director of the Company (and who is not disqualified from acting, as referred to in article 38(iv)), and (ii) has taken office in accordance with article 36 and has not ceased so to hold office at any time thereafter,

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the adoption of these articles,

"month" means a calendar month,

"MND Arrangements" means the arrangements implemented by the Company from time to time in order to comply with the requirements of section 242 of the Pensions Act 2004 and subordinate legislation,

"office" means the registered office of the Company,

"Principal Employer" means Whitbread Group PLC (registered in England No 29423) or such other company as shall from time to time be the principal employer of the Whitbread Group Pension Fund,

"Principal Employer Director" means a person who (i) is appointed by resolution of the directors of the Principal Employer, to hold office as a director of the

Company (and who is not disqualified from acting, as referred to in article 38(iv)), and (ii) has not ceased so to hold office at any time after such appointment,

"seal" means any common seal of the Company,

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

"United Kingdom" means Great Britain and Northern Ireland, and

"writing" means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

- (B) Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Companies Act 2006, but excluding any statutory modification of the Companies Act 2006 not in force when these articles become binding on the Company
 - (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose
- 2 No regulations or model articles contained in any statute or subordinate legislation, including but not limited to those contained in the Model Articles, apply as the regulations or articles of association of the Company
 - 3 Words importing the singular number only shall include the plural number, and vice versa
 - 4 Words importing the masculine gender only shall include the feminine gender
 - 5 Words importing persons shall include corporations

Members

- 6 No person shall be admitted as a member of the Company unless such person
 - (i) has signed a written consent addressed to the directors of the Company to become a member, and
 - (ii) is approved as a member by the directors acting in their absolute discretion

- 7 Any member may at any time resign his membership by giving written notice to the directors and, unless the notice is previously withdrawn, such resignation shall take effect and the member shall cease to be a member from the date of receipt of such notice or from such time or date specified in the notice

General Meetings

- 8 If there are not within the United Kingdom sufficient directors to call a general meeting, any director of the Company may call a general meeting

Notice of General Meetings

- 9 All general meetings must be called by at least 14 clear days' notice. However, a general meeting may be called by shorter notice if it is so agreed by all the members of the Company having a right to attend and vote at that meeting
- 10 The notice must specify the time and place of the meeting and the general nature of the business to be transacted at the meeting
- 11 Subject to the provisions of the articles and the Companies Acts, the notice must be given to each of the members of the Company
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

Proceedings at General Meetings

- 13 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum
- 14 If such a quorum is not present within half an hour from the time appointed for a general meeting, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such day and at such time and place as the directors may determine. If a quorum is not present within half an hour from the time appointed for the adjourned meeting, any member or members present shall constitute a quorum
- 15 The chairman of directors shall preside as chairman of the meeting. If the chairman of directors is not present within 15 minutes after the time appointed for holding the meeting and willing to act, the Principal Employer Directors present shall choose one of their number to be chairman
- 16 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and having a right to vote shall choose one of their number to be chairman
- 17 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time and from place

to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as that of the original meeting. Otherwise it shall not be necessary to give any such notice.

- 18 A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded

(i) by the chairman, or

(ii) by any member having the right to vote on the resolution

A demand for a poll by a proxy counts, for the purposes of paragraph (ii) above, as a demand by a member

- 19 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the 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 the resolution

- 20 The demand for a poll, may before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

- 21 A poll shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and fix a place and time for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

- 22 No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment of the meeting

- 23 A poll shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made

- 24 No notice need be given of a poll not taken forthwith if the time and place at which it is taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

- 25 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly

convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If a resolution in writing is described as a special resolution, it has effect accordingly.

Votes of Members

- 26 Every member shall have one vote.
- 27 Votes may be given on a poll either personally or by proxy.
- 28 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 29 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 30 On a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.
- 31 An instrument appointing a proxy shall be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor. The signature need not be witnessed.
- 32 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed or a copy of such authority or power of attorney certified notarially or office copy or in some other way approved by the directors may
- (i) be left at or sent by post or by facsimile transmission to the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or
 - (ii) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

- (iii) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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

Number and Appointment of Directors

- 34 There shall be no more than eight directors of the Company. As at the adoption of these articles, there are eight directors of the Company and each such director shall, following the adoption of these articles, remain in office as director of the Company until such time as that person ceases to be a director in accordance with the articles.
- 35
 - (A) Up to (but no more than) four directors of the Company shall be Principal Employer Directors. Subject to paragraphs (B) and (E) of this article 35, a resolution of the directors of the Principal Employer to appoint a person as a director of the Company, shall be effective to appoint that person and he shall be a Principal Employer Director.
 - (B) Any purported appointment of a Principal Employer Director at a time when there are four Principal Employer Directors in office shall be of no effect.
 - (C) A Principal Employer Director may be removed from office as a director of the Company at any time by resolution of the directors of the Principal Employer.
 - (D) Prior to the appointment or the removal from office of a Principal Employer Director pursuant to this article 35, the Principal Employer shall notify the directors of the Company in office for the time being of the proposed appointment or removal (including the identity of the person or persons whom the Principal Employer intends to appoint or remove). The directors of the Company in office for the time being shall have five business days from receipt of such notification to make any representations on such proposed appointment or removal to the Principal Employer. The Principal Employer shall not make such appointment or removal without first considering in good faith any representations made during such five day period.
 - (E) The Principal Employer shall take reasonable steps to ensure that at least one Principal Employer Director shall be a person who satisfies the eligibility criteria.

in article 35(F) (an “**Independent Principal Employer Director**”) In the case that there are two or more Principal Employer Directors in office, the Principal Employer shall take reasonable steps to ensure that at least two Principal Employer Directors are Independent Principal Employer Directors

- (F) A person is eligible to be designated an Independent Principal Employer Director if that person
- (i) is not the Principal Employer or any of its subsidiaries or any of its holding companies or any subsidiary of any of its holding companies,
 - (ii) is not (and has not been at any time in the three years prior to his or her designation as an Independent Principal Employer Director) an officer or employee of the Principal Employer or any of its subsidiaries or any of its holding companies or any subsidiary of any of its holding companies, and
 - (iii) does not otherwise have a relationship with, or an interest in the assets of the Principal Employer or any of its subsidiaries or any of its holding companies or any subsidiary of any of its holding companies which, in the opinion of the directors of the Principal Employer acting reasonably, would cause that person not to be independent in character and judgement from the Principal Employer or any of its subsidiaries or any of its holding companies or any subsidiary of any of its holding companies in carrying out the responsibilities of a director of the Company in its capacity as the sole trustee of the Whitbread Group Pension Fund and the Whitbread Portable Pension Plan
- 36 (A) Up to (but no more than) four directors of the Company shall be Member-Nominated Directors Subject to paragraph (B) of this article 36, the selection of a person in accordance with the MND Arrangements as a Member-Nominated Director shall be effective for that person to take office as a director of the Company on and from the effective date of his selection as a Member-Nominated Director
- (B) Any purported selection and appointment of a Member-Nominated Director at a time when there are four Member-Nominated Directors in office shall be of no effect
- 37 The term of office of each Member-Nominated Director shall (subject as provided in article 38) be determined pursuant to the MND Arrangements and each Member-Nominated Director shall cease to hold office as a director of the Company forthwith upon the expiry of his term of office, subject (where applicable) to his term of office being extended in accordance with the MND Arrangements
- 38 A director shall cease to hold office as a director of the Company, prior to the date on which he would otherwise so cease in accordance with article 35(C) or 37, as the case may be, on the earliest of the following dates

- (i) the date he resigns from office by notice in writing to the Company, or on such later date as may be specified in his notice,
- (ii) in the case of a Member-Nominated Director only, the date on which the directors, other than the director concerned, unanimously so resolve and notify him in writing,
- (iii) the date of his death, and
- (iv) immediately before he is or becomes disqualified or suspended (pursuant to any applicable legal or regulatory requirement) from acting as a director of the Company or from acting as a trustee of any trust scheme under or pursuant to section 3, section 4 or section 29 of the Pensions Act 1995

Powers of Directors

- 39 Subject to the provisions of the Companies Acts and the articles, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the articles shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors. The directors shall not be required to act in accordance with any directions given by resolution of the members of the Company in relation to the exercise of the powers given to the directors under this article.
- 40 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 41 Any vacancy in the body of directors shall not affect the power of the directors to act.

Delegation of Directors' Powers

- 42 The directors may delegate any of their powers to any committee consisting of such persons as the directors think fit. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. If the directors so specify, any delegation may authorise further delegation of the directors' powers by any such person to whom they are delegated. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of the articles regulating the proceedings of directors so far as they are capable of applying and so far as they shall not be superseded by any regulations made by the directors. Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

Remuneration of Directors

- 43 The directors shall not be entitled to any remuneration for their services from the Company. However a director may retain any sums paid to him by way of remuneration for his services by the Principal Employer (or any subsidiary of, or subsidiary of a holding company of, the Principal Employer) or from the assets of any occupational pension scheme of which the Company is a trustee or otherwise provided he has made general disclosure of the existence of such remuneration to the directors

Directors' Expenses

- 44 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties

Directors' Interests

- 45 Subject to the provisions of the Companies Acts, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office
- (i) may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and
 - (ii) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 46 For the purposes of article 45
- (i) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
 - (ii) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

Proceedings of Directors

- 47 Subject to the provisions of these articles, the directors may meet for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, at any time, call a meeting of

the directors by notice served on the directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second and casting vote.

- 48 A director may participate in a meeting of directors or a committee of directors through the medium of conference telephone, video conferencing or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting.

A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Companies Acts, all business transacted in this way by the directors or a committee of directors is for the purposes of these articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 49 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two.

- 50 The Principal Employer by resolution of its directors shall appoint an Independent Principal Employer Director to be the chairman who shall be entitled to preside at all meetings of the directors at which he is present and the Principal Employer may likewise determine for what period he is to hold office. The Principal Employer by resolution of its directors may at any time remove the chairman from office. If there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Principal Employer Directors present may appoint one of their number to be the chairman of the meeting.

- 51 A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the articles of the Company vested, for the time being, in the directors generally.

- 52 All acts done by a meeting of directors, or of a committee of directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

- 53 A resolution in writing signed by all the directors or by all the members of any committee entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and constituted and may consist of several documents in the like form each signed by one or more directors.

- 54 Without prejudice to the obligation of a director to disclose his interest in accordance with the Companies Acts, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty. The director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted.

Secretary

- 55 Subject to the provisions of the Companies Acts, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by the directors.
- 56 The directors may, from time to time, by resolution appoint an assistant or deputy secretary. Any person so appointed may act in place of the secretary, if there is no secretary or no secretary capable of acting.

Minutes

- 57 The directors shall cause proper minutes to be recorded
- (i) of all appointments of officers made by the directors, and
 - (ii) of all proceedings at the meetings of the Company, and of the directors, and of committees of directors, and all business transacted at such meetings including the names of the directors present at each such meeting.

The minutes of any meeting shall be sufficient evidence without any further proof of the facts contained in them if they purport to be signed by the chairman of such meeting or of the next succeeding meeting.

- 58 The directors must ensure that the records of all proceedings at the meetings of the Company and of the directors of the Company are kept for at least 10 years from the date of the meeting.

The Seal

- 59 Any common seal of the Company shall only be used by the authority of a resolution of the directors or of a committee of directors authorised by the directors and in the presence of at least one director. If the Company has a common seal, the directors may determine who shall sign any instrument to which the common seal is affixed and unless otherwise determined every such instrument shall be signed by a director and the secretary or by two directors or by one director in the presence of a witness who attests the signature. Such signatures shall, in favour of any purchaser or person bona fide dealing with the Company, be conclusive evidence of the fact that the common seal of the Company had been properly affixed.

Accounts

- 60 The directors shall cause proper books of account to be kept with respect to
- (i) all sums of money received and spent by the Company and the matters in respect of which such receipts and expenditure take place,
 - (ii) all sales and purchases of goods by the Company, and
 - (iii) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions are not kept

- 61 The books of account shall be kept at the office or, subject to the provisions of the Companies Acts, at such other places as the directors think fit. They shall always be open to inspection by the directors

Notices and means of communication to be used

- 62 (A) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- (B) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (C) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 63 Any notice, document or information sent or supplied by the Company to the members or any of them
- (i) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent,
 - (ii) by being left at a member's registered address, or such other postal address as notified by the member to the Company for the purpose of

receiving company communications, shall be deemed to have been received on the day it was left,

- (iii) by electronic means, shall be deemed to have been received 24 hours after it was sent Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the member for the purpose of receiving communications from the Company shall be conclusive evidence that the notice, document or information was sent, and
- (iv) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website

Dissolution

- 64 If the Company shall be wound up the balance of assets shall be applied for the benefit of any trust then or formerly administered by the Company for any purpose, as the directors may decide

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