

INTERPRETATION

1. In these Articles:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"address"	unless notice is to be given in writing, includes the latest number or electronic address provided by the person to whom notice is to be given
"these Articles"	means these Articles of Association (as amended from time to time)
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Company"	means Constantine Holdings Limited, registered number 649369
"electronic communication"	means the same as in the Electronic Communications Act 2000
"executed"	includes any mode of execution
"the holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
"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
"Transfer Notice"	means notice in writing to the board of directors from a member (or person entitled to shares in consequence of the death or bankruptcy of a member) who desires to transfer any share or shares or any interest therein to any person other than under Article 12.

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

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PRELIMINARY

2. The regulations contained in Table A in the Companies (Table A to F) Regulations 1985 shall not apply to the Company.
3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARE CAPITAL

4. The authorised share capital of the Company at the time of adoption of these Articles is £3,850,000 divided into 3,850,000 ordinary shares of £1 each.
5. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine except that the directors shall not issue shares which are not fully paid.
6. Subject to the provisions of the Act, shares may be issued which are to be redeemed or liable to be redeemed at the option of the Company or the holder on such terms and in such manner (if any) as may from time to time be provided by these Articles.
7. Subject to Article 8, the directors may allot, grant options over, or otherwise deal with or dispose of all unissued share(s) of the Company, up to the amount of the authorised share capital at the adoption of these Articles, to such persons and generally on such terms and conditions (if any) as the directors think proper. This authority will expire on the fifth anniversary of the adoption of these Articles unless it is renewed, varied or revoked by the Company in accordance with Section 80 or Section 80A of the Act, but an offer or agreement that is made under this authority prior to its expiry shall be valid even if it will or might require shares to be allotted after such expiry.
8. Save as may be provided by Article 91, all shares which are comprised in the authorised share capital of the Company which the directors propose to issue shall first be offered to the members in proportion to the number of the existing shares held by them respectively and at the same price unless the Company shall by special resolution otherwise direct. Each such offer shall be made by notice in writing specifying the total number of shares being offered to the members as a whole, the proportionate entitlement (disregarding fractions) of the member to whom the offer is made and the price per share and shall invite each member to apply to the Company in writing for such maximum number of shares as he shall specify. Such invitations shall remain open for 28 days after the date of despatch of the notice and if the offer is not accepted in writing within that time it will be deemed to be declined. The board shall offer such shares on terms that they shall (in accordance with but subject to the provisions of this Article) be sold to the members accepting the offer in accordance with their applications (and, in the case of competition, pro rata according to the number of shares in the Company of which they are registered as holders) without increasing the number sold to any member beyond the number applied for by him. Any shares not accepted pursuant to such offer or not capable of being offered as aforesaid except by way of fractions shall not be issued. Any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit or (if applicable) as may be specified in such resolution. No share shall be issued at a discount or otherwise in breach of the provisions of these Articles or of the Act. In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these Articles or by law) the Company shall not be

bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares held by him (and, upon transferring a part of his holding of shares, to a certificate for the balance of such holding). The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
11. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

TRANSFER OF SHARES

12. Subject to the approval of the directors, any share may be transferred by any member (including by the executors or administrators of a deceased member) to:
 - (a) the Company (subject to applicable statutory requirements), or
 - (b) another member, or
 - (c) the spouse or any child or children or stepchild or stepchildren or grandchild or grandchildren of such member, or the trustees of any settlement made by such member for the benefit of any such person or persons, or
 - (d) any person with the consent of members holding 75% of the shares in the Company; or
 - (e) any person approved by the directors under the proviso to Article 13, if that person has given a certificate under Article 20 and if either the shares have not been sold under Articles 13 to 20 inclusive in response to that certificate or the number of such shares that have been sold is insufficient to clear the relevant debt

and, subject to such approval, any shares in the name of any trustees may be transferred upon any change of trustees to the continuing and/or new trustees of the trust or to a beneficiary thereunder.

The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer provided for by this Article, except for a transfer under paragraph (e) above. If the directors refuse to register a transfer of a share, they shall within seven days send to the transferor notice of the refusal. The transferor may then give a Transfer Notice.

13. Save as may be provided by Article 12, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted. A member (or person entitled to shares in consequence of the death or bankruptcy of a member) who wishes to transfer any share or shares or any interest therein to any other person shall be required to issue a Transfer Notice in respect of the relevant share or shares.

Provided always that a member may grant security interest over any share or shares held by that member, to any person, without having to give a Transfer Notice, if the directors have so agreed in advance. The directors may from time to time publish guidelines indicating the circumstances in which they may then be willing to grant an approval under this proviso, but they shall be free to grant or withhold their approval, in their absolute discretion, notwithstanding any such guidelines.

A Transfer Notice may not be withdrawn except with the sanction of the directors or unless it is withdrawn by the transferor within 48 hours of his being notified of (and not accepting) any assessment of fair selling value fixed as provided in these Articles.

14. The Transfer Notice shall constitute the board the agent of the transferor for the sale of the relevant shares to members of the Company at a price:
 - (a) equal to any bona fide cash offer received by the transferor, in any case where the board are satisfied (on the production of such evidence as they may require) that the transferor has received such an offer in writing, at arms length; or
 - (b) in any other case, at any price agreed upon by the transferor and the board or, in default of agreement, at the price which the then auditor of the Company (or, at the discretion of the board, such other chartered accountant chosen by the board) shall certify in writing to be, in his opinion, the fair selling value thereof in a sale between a willing transferor and a willing purchaser. If the auditor or such other chartered accountant selected by the board as above is unable or unwilling to certify it, the fair selling value shall be certified by an independent chartered accountant appointed by the President of the Institute of Chartered Accountants in England and Wales upon the application of the directors. For this purpose, the auditor or chartered accountant shall be considered to be acting as an expert and not as arbiter. Accordingly the Arbitration Act 1996 or any statutory re-enactment or modification thereof for the time being in force shall not apply.
15. On the price being fixed as above, the board shall forthwith inform the members of the Company of the proposed sale by notice in writing and shall invite each such member (other than the transferor) to apply to the Company in writing for such maximum number of shares as he shall specify. Such invitations shall be at the price fixed as aforesaid and remain open for 28 days after the despatch of the notice (which shall be specified therein). If the offer is not accepted in writing within that time it will be deemed to be declined. The board shall offer such shares on terms that they shall (in accordance with but subject to the provisions of this Article) be sold to the members accepting the offer in accordance with their applications (and, in the case of competition, pro rata according to the number of shares in the Company of which they are registered as holders and subject to such arrangements regarding fractions as the board may reasonably determine) without increasing the number sold to any member beyond the number applied for by him.
16. If the board shall within the time limits above find any member or members willing to purchase all (but not part only unless the transferor otherwise agrees) of the shares comprised in the Transfer Notice at the price fixed as above, the board shall thereupon give notice in writing to the relevant parties, whereupon the transferor shall be bound, upon payment of such price, to transfer the shares to such member or members, and they shall be bound to complete the purchase, within 14 days of the service of such notice.
17. If the transferor, after becoming bound as aforesaid, makes default in transferring the said shares, the then chairman of the board of directors or, failing him, one of the directors duly nominated by resolution of the board for that purpose, shall forthwith be deemed to be the duly appointed attorney of the transferor and shall execute, complete and deliver in the name and on behalf of the transferor, a transfer or transfers of such shares to the purchasing member or members, and the Company may receive and give good discharge for the purchase monies on behalf of the transferor and, subject to the payment by the purchaser(s) of any applicable stamp duty, enter the name(s) of the purchaser(s) in the register of members as holder(s) of such shares, and thereafter the validity of the proceedings shall not be questioned by any person. The transferor shall in such case be bound to deliver up his certificate for such shares and on such delivery shall be entitled to receive the purchase price (without interest) and, if such certificate shall include any shares which he has not become bound to transfer, the Company shall issue to him a balance certificate for them.

18. If the board does not find a member or members willing to purchase all the shares comprised in the transfer notice within the time limits mentioned above at the price fixed as above, or if through no default of the transferor the purchase of any shares shall not be completed within 14 days of the service on the transferor of the notice provided by Article 17, it shall thereupon give notice to the transferor in writing. If the Transfer Notice specified a proposed transferee, the transferor may then, at any time within three months of the service of such notice, transfer all (but not part only of) such shares which are then unsold to that transferee either at that price or, if such intention was specified in the Transfer Notice, by way of gift. The board may require the transferor and the transferee to satisfy them (by means of statutory declarations or otherwise) that the consideration shown in any such transfer is the true consideration and that there is no bargain or arrangement between the parties for any discount, rebate, allowance or other deduction from the price or any payment or other consideration moving or to move from the transferor to the transferee.
19. If called upon by the directors to do so, the executors or administrators of any deceased member shall be bound to transfer all the shares which remain registered in the name of such member to a person as provided in Article 12 (but subject to the approval of the directors) or to give a Transfer Notice in respect of such shares. If the executors or administrators fail to transfer, or to give such a Transfer Notice in respect of, such shares within 28 days of being called on so to do, they shall be deemed to have given a Transfer Notice at the expiration of such period.
20. If any member shall be adjudged bankrupt, within 28 days of bankruptcy his trustee in bankruptcy shall be bound to transfer all the shares which remain registered in the name of such member to a person as provided in Article 12 (but subject to the approval of the directors) or to give a Transfer Notice in respect of such shares. If his trustee fails to transfer, or to give such a Transfer Notice in respect of, such shares within 28 days of bankruptcy, the trustee shall be deemed to have given a Transfer Notice at the expiration of such period.

If the directors have approved the grant of any security interest under Article 13 and the relevant security holder certifies to the Company (in a form reasonably acceptable to the directors) that he is or it is entitled to enforce that security and wishes to do so, the relevant member shall be deemed to have given a Transfer Notice on the date of the certificate, but on the basis that references to "the transferor" in Articles 14(a) and (b) and in the second line of Article 16 shall be read as if they were references to the security holder.

21. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.
22. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
23. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
24. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

ALTERATION OF SHARE CAPITAL

25. The Company may by ordinary resolution:
 - (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
26. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
27. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

28. The Company may at any time or times exercise any powers conferred by the Act (if and insofar as for the time being in operation) to purchase its own shares either out of capital or otherwise.

GENERAL MEETINGS

29. All general meetings other than annual general meetings shall be called extraordinary general meetings.
30. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.
31. Directors may receive notice of and attend and speak at any general meeting of the Company, whether or not they are a member of the Company.

NOTICE OF GENERAL MEETINGS

32. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act.

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

33. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors, the appointment of and the fixing of the remuneration of the auditors, and the giving or renewal of any authority in accordance with the provisions of section 80 of the Act.

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

34. Every notice calling a general meeting shall contain with reasonable prominence a statement in accordance with section 372(3) of the Act that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.
35. 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

36. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a body corporate, shall be a quorum.
37. If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
38. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
39. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
40. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
41. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

42. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
43. 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.
44. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have and the resolution shall fail.
46. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
47. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
48. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

49. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a body corporate) is present by a representative or proxy (not being himself a member entitled to vote) shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
50. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
51. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these 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.

52. 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.
53. On a poll votes may be given either personally or by proxy. A member shall not be entitled to appoint more than one proxy to attend on the same occasion. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.
54. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in any form which is usual or which the directors may approve.
55. Instruments appointing proxies and any authority under which they are executed shall be deposited in writing at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 30 minutes before the time for holding the meeting or adjourned meeting or appointed for the taking of the poll for which they are to be used, or may be deposited with the Chairman of the meeting at the commencement of such meeting or adjourned meeting, and in default the instrument of proxy shall not be treated as valid.
56. A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at its registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

57. Unless otherwise determined by ordinary resolution, the number of directors shall not be less than two nor more than ten.

POWERS OF DIRECTORS

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

DELEGATION OF DIRECTORS' POWERS

60. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the

proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT OF DIRECTORS

61. Subject to Article 65, no director shall be required to retire by rotation at any annual general meeting.
62. No person shall be appointed or reappointed a director at any general meeting unless:
 - (a) he is recommended by the directors; or
 - (b) not less than fourteen clear days before the date appointed for the meeting, notice in writing executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice in writing executed by that person of his willingness to be appointed or reappointed.
63. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
64. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
65. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and if not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

66. The office of a director shall be vacated if:
 - (a) he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or
 - (b) he is removed by written notice signed by holders of a majority of the shares delivered to the Company's registered office; or
 - (c) he is removed by an ordinary resolution passed in accordance with the Act; or
 - (d) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (e) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (f) he resigns his office by notice to the Company; or
- (g) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

67. Subject to Article 69, the directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

68. 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.

DIRECTORS' APPOINTMENTS AND INTERESTS

69. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
70. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;
 - (c) may, or any firm or Company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office, service 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; and
 - (e) shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of paragraphs (a) to (d) of this Article or on any resolution which 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 resolution as aforesaid his vote shall be counted.

71. For the purposes of Article 70:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (c) an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director.

DIRECTORS' GRATUITIES AND PENSIONS

72. The directors may exercise any powers of the Company to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

PROCEEDINGS OF DIRECTORS

73. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of every meeting of the directors shall be given to each director orally or at the address given by him. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

74. 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.

75. Any director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be 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.

76. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

77. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

78. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
79. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
80. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

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

MINUTES

82. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

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

DIVIDENDS

84. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
85. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.
86. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
87. Any dividend or other moneys payable in respect of a share may be paid by any manner approved by the directors or by cheque. If paid by cheque, the cheque shall be sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly

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

88. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
89. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

ACCOUNTS

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

CAPITALISATION OF PROFITS

91. The directors may with the authority of an ordinary resolution of the Company:
- (a) resolve to capitalise any undivided profits of the Company or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
 - (b) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article in fractions; and
 - (c) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

92. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
93. The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
94. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

95. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
96. Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 24 hours after the time it was sent.
97. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING-UP

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

INDEMNITY

99. Subject to the provisions of section 310 of the Act 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 lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under 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 lawful execution of the duties of his office or in relation thereto.
100. The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.
101. The directors may authorise the directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director, other officer or auditor of such Company in respect of such liability, loss or expenditure as is referred to in Article 99.