

CCN SYSTEMS LIMITED

MINUTES OF AN EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF THE COMPANY,
HELD AT TALBOT HOUSE,
TALBOT STREET, NOTTINGHAM,
ON MONDAY, 4TH JUNE, 1990

PRESENT : E.M. BARNES (representing The
Great Universal Stores PLC)
D. STONEHOUSE
J.W. PEACE

(1)

The Chairman reported that all the members of the Company had consented to the Meeting being held on less than the statutory period of notice.

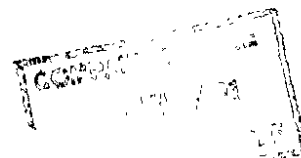
(2) SPECIAL
RESOLUTION -
ALTERATION OF
ARTICLES OF
ASSOCIATION :

IT WAS RESOLVED :-

"That the Articles of Association of the Company be altered by the substitution in sub-Article 3(3) of £73.07 for £75.07."

W. Samuel

CHAIRMAN

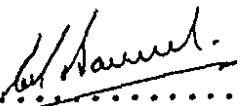


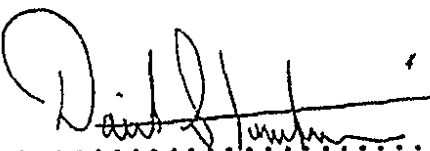
CCN SYSTEMS LIMITED


CONSENT TO SHORT NOTICE

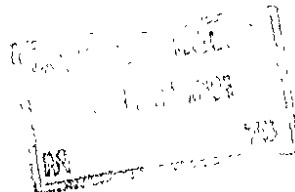
WE the undersigned being a majority in number of the members of the above named Company entitled to attend and vote at general meetings and holding between us not less than 95% in nominal value of the shares giving a right to attend and vote at such meetings HEREBY CONSENT to the holding of an Extra-Ordinary General Meeting of the Company for the purpose of considering and if thought fit passing the resolution set out in the print annexed hereto on less than the statutory period of notice and to the passing of the resolution thereat notwithstanding that such notice has not been given.

DATED 4th June, 1990.


.....
E.M. BARNES
Representing
The Great Universal Stores PLC


.....
D. STONEHOUSE


.....
J.W. PEACE



No. 653331

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

Memorandum

AND
NEW

Articles of Association

(As adopted by Special Resolution passed on 30th April 1990
and amended by Special Resolution passed on 4th June 1990)

OF

CCN SYSTEMS LIMITED

Incorporated the 22nd March 1960

PAISNER & CO.,
Solicitors,
Bouverie House,
154 Fleet Street,
LONDON EC4A 2DQ.



THE COMPANIES ACTS 1948 to 1981

No. 653331

I HEREBY CERTIFY that CCN SYSTEMS LIMITED formerly called COMMERCIAL CREDIT (NOTTINGHAM) LIMITED which name was changed by special resolution and with the approval of the Secretary of State was incorporated, under the Companies Act, 1948 as a limited company on the 22nd March 1960 and that the certificate of incorporation altered to meet the circumstances of the case was issued on the 18th June 1981.

GIVEN under my hand at the Companies Registration Office, Cardiff the 7th January 1985.

D. RAINBOW
an authorised officer

Company No: 652331

THE COMPANIES ACT 1985

CCN SYSTEMS LIMITED

ELECTIVE RESOLUTIONS

PASSED 27th March, 1991

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on 27th March, 1991, the following Resolutions were duly passed as ELECTIVE RESOLUTIONS:

ELECTIVE RESOLUTIONS

- a. That in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended), the Company does hereby dispense with the laying of the Report and Accounts before the Company in general meetings in respect of the year ended 31st March, 1991 and subsequent financial years.
- b. That in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended), the Company does hereby dispense with the holding of the Annual General Meeting for 1991 and subsequent years.
- c. That in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended), the Company does hereby dispense with the obligation to appoint Auditors annually and that Messrs. Coopers & Lybrand Deloitte shall be deemed to be reappointed as Auditors for each succeeding year on the expiry of the time for appointing Auditors.

Chairman

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CCN SYSTEMS LIMITED

*1. The name of the Company is "CCN SYSTEMS LIMITED".

2. The registered office of the Company will be situate in England.

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

- (A) (i) To carry on the business of the provision of consumer and business information services of whatsoever nature and to collect (whether by making enquiries or by searching or obtaining copies of such registers and records as may be available or by any other means) collate, maintain, classify, register and evaluate all information relevant to the financial standing, creditworthiness and responsibility of persons, firms and companies and to furnish clients of the Company with such information and to assist such clients in the evaluation of such information in relation to persons firms or companies.

*The Company was incorporated on the 22nd March 1960 under the name "COMMERCIAL CREDIT (NOTTINGHAM) LIMITED". By a Special Resolution passed on 27th April 1981 the name was changed to "CCN SYSTEMS LIMITED".

**As amended by Special Resolution passed on 20th December 1984.

- (ii) To carry on the businesses of a credit broker, credit reference agency, debt adjuster, debt counsellor and debt collector.
 - (iii) To carry on business as computer operators, installers, hirers, suppliers, developers, statisticians, engineers, mathematicians and compilers and developers of computer programmes, data processors, computer systems and to provide bureau services; to carry out systems and procedures' analyses to prepare for the writing, testing and documenting of programmes to assess the feasibility of applications for computers, to write programmes for all makes, grades and types of computers, to buy and sell computer time and provide data capture facilities and recruit and hire out computer personnel and generally research, develop and advise on all matters concerning computers, computer programmes, computer systems, bureaux and computer and electronic equipment.
- (B) (i) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance, lands, buildings, leases, underleases and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell or dispose of same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile,

industrial and other transactions, undertakings, and businesses of every description.

- (ii) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in manner controlled by this Company and generally to undertake or take part in the management, supervision or control of any business operations or undertaking of any company or person, and for that purpose to appoint and remunerate any directors, secretary or secretaries, accountants or other experts or agents, and to act as directors, secretaries, registrars, managing agents, trustees, executors or administrators, and to accept any office of trust or confidence, and to perform and discharge the duties and obligations of and incidental to any such office.
- (C) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (D) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (E) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences

in respect thereof or otherwise turn the same to the advantage of the Company.

- (F) To erect, construct, alter and maintain buildings, erections, and works of all kinds, whether on the property of the Company or not.
- (G) To invest the money of the Company in any manner that the Company may think fit.
- (H) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (I) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (J) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (K) To lend and advance money and give or provide credit and financial accommodation to any person or company and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company

which is for the time being the Company's holding company (as defined in Section 154 of the Companies Act 1948) or any subsidiary (as defined in the said Section) of the Company or of the Company's holding company, or otherwise associated with the Company in business and to guarantee the performance of any contract or obligation of and the payment of money by any such person or company and generally to give guarantees and indemnities.

- (L) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, whether by the Company or any third party and with or without consideration by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (N) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue of placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (O) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to

or assist in the promotion of any charitable benevolent or public purpose or object.

- (P) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (Q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (R) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (S) To invest any of the Company's moneys with any Insurance or Assurance Company for the purpose of insuring or assuring the life or lives of any officer or officers of the Company on any terms for the benefit of the Company.
- (T) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (U) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

4. The liability of the members is limited.

***5. The Share Capital of the Company is £505,000 consisting of 505,000 Ordinary Shares of £1 each.

*** By a Special Resolution passed on 23rd October 1975 the Share Capital of £50,000 was increased to £50,500 by the creation of 500 additional Ordinary Shares of £1 each, and the existing 50,000 issued Ordinary Shares were converted into 50,000 Deferred Shares of £1 each.

By a Special Resolution passed on 24th May 1976 the 50,000 Deferred Shares were converted into 50,000 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on 7th June 1984 the Share Capital of £50,500 was increased to £500,500 by the creation of 450,000 9% Non-Cumulative Preference Shares of £1 each.

By a Special Resolution passed on 20th December 1984 the 450,000 9% Non-Cumulative Preference Shares of £1 each were converted into 450,000 Ordinary Shares of £1 each.

By an Ordinary Resolution passed on 30th April 1990 the Share Capital of £500,500 was increased to £505,000 by the creation of 4,500 New Ordinary 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

FRANCIES McCARTHY

One

59-67 Gresham Street,
London EC2.

Clerk

MARY WADE

One

59-67 Gresham Street,
London EC2.

Clerk

Total Shares Taken

Two

DATED the 11th day of March, 1960.

WITNESS to the above Signatures:-

EDITH SA. JERS

Barrington House,
59/67 Gresham Street,
London E.C.2.

Clerk

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

CCN SYSTEMS LIMITED
(Adopted 30th April, 1990)

PRELIMINARY

1. The regulations contained in Table 'A' in the Companies (Tables A to F) Regulations 1985 made pursuant to Section 8 of the Companies Act 1985 (such Table and Act being hereinafter referred to respectively as "Table 'A'" and "the Act") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 8, 24, 33, 40, 50, 53, 54, 64, 73-80 (inclusive), 88, 94, 95 and 98 in Table 'A' shall not apply to the Company and, in addition to the remaining clauses in Table 'A' as varied the following shall be the regulations of the Company.

2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

INTERPRETATION

3. (1) Words and expressions defined in Table 'A' shall bear the same meanings herein.

(2) The following expressions shall have the following meanings:

<u>Expression</u>	<u>Meaning</u>
"Associated Companies"	Management Decision Systems Inc., CCN Systems Inc., and CCN Management Systems Inc., and such other companies (if any) as are not members of the CCN Group but are under the management of the Company and so that any question of whether or not a company is an Associated Company shall be determined by the CCN Share Option Scheme Committee subject to confirmation by the Auditors that such determination is not unreasonable in all the circumstances.
"the Auditors"	the auditors of the Company from time to time.
"CCN Group"	the group of companies constituted by the Company and its subsidiaries (as defined in Section 736 of the Act).
"CCN Share Option Scheme Committee"	The Committee empowered to administer the Company's Executive Share Option Scheme and Non-Approved Executive Share Option Scheme.

"Control"

the meaning conferred by Section 840 of the Income and Corporation Taxes Act 1988.

"Options"

all and any options to subscribe for share capital in the Company.

(3) "Fair Market Value" means 12.94 times the aggregate annual earnings of the CCN Group and the Associated Companies per share of the Company less £73.07 per share (such amount to be subject to adjustment, in the event of any variation in the share capital of the Company, in such manner as the CCN Share Option Scheme Committee shall determine and the Auditors shall confirm in writing to be in their opinion fair and reasonable) and subject otherwise as set out below. For this purpose the aggregate annual earnings are to be calculated by reference to the average annual earnings shown in the audited consolidated accounts based on consistent accounting policies of the Company and each of the Associated Companies for the two financial years ended immediately preceding the date of valuation ("the Accounts") and the earnings per share are to be based on:-

(a) profit on ordinary activities

(i) after deducting income tax, corporation tax or any other tax assessed on or by reference to profits as shown in the Accounts for such financial year;

(ii) before deducting any sum in respect of extraordinary items as shown in the Accounts for such financial year; and

(iii) after making any adjustments in respect of minority interests;

(iv) after making such adjustments in respect of companies becoming or ceasing to be Associated Companies as the CCN Share Option Scheme Committee shall determine in writing to be fair and reasonable.

(b) the weighted average (on a time basis to the nearest whole number of weeks) of the aggregate number of Ordinary Shares in issue and ranking for dividends in respect of the financial year adjusted on the assumption that the maximum number of Shares subject to Options or issuable as a result of the conversion of convertible securities at the date of valuation had been issued and that these Options and the conversion rights attaching to the convertible securities had been exercised on the first day of the financial year and the proceeds of subscription had been invested in 2½% Consolidated Stock on the first day of the financial year at the closing price of the previous day.

(4) Fair Market Value shall be determined by the Auditors acting as experts and not as arbitrators and their decision on any such matter value or thing shall be conclusive (save for any manifest error) and binding on the Company and all its members for all the purposes of these Articles.

SHARES

4. The share capital of the Company as at the date of adoption of these Articles of Association is £505,000 divided into 505,000 Ordinary Shares of £1 each.

5. (1) All the shares of the Company for the time being unissued shall be under the control of the Directors, who are unconditionally authorised for the purposes of Section 80 of the Act generally to allot at any time during the period of 5 years from the date of the adoption of this regulation any relevant securities (as defined by Section 80(2) of the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of adoption of these Articles from time to time unissued during the period of such authority,

(2) The Directors shall be entitled under the general authority conferred by Regulation 5(1) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant

securities of the Company to be allotted after the expiry of such authority.

(3) Section 89(1) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the Company.

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

7. (1) Any member ("Proposing Transferor") desiring to sell, transfer or otherwise dispose of the legal or beneficial interest in any Shares which he holds shall give notice in writing ("Transfer Notice") to the Company specifying such number of the Shares held by him which he desires to sell ("Sale Shares") and such Transfer Notice will only be revocable with the consent of the Directors.

(2) The Transfer Notice shall constitute an irrevocable offer ("the Offer") on the part of the Proposing Transferor to sell to The Great Universal Stores PLC or to such person or persons as the Directors with the prior written consent of The Great Universal Stores PLC shall direct the Sale Shares at their Fair Market Value.

(3) If acceptance is made of the Offer the Directors will within three months of receipt of the Transfer Notice notify the Proposing Transferor of the identity of the purchaser(s) of the Sale Shares (if any) and at the same time deliver to the Proposing Transferor an acceptance (in whole or in part) by such purchaser(s) of the Offer.

(4) For the avoidance of doubt it is hereby declared that the Offer shall be capable of being accepted in whole or in part.

(5) The Proposing Transferor shall be bound to transfer to each purchaser of the Sale Shares the number of Sale Shares being purchased by him upon payment by such purchaser to the Proposing Transferor of the purchase price thereof which payment shall be made within 14 days of the acceptance of the Offer.

(6) If in any case the Proposing Transferor, after having become bound as aforesaid, makes default in transferring any of the Sale Shares, the Directors may receive the purchase money which shall be paid into a separate bank account and the Directors shall within a reasonable period nominate some person to execute an instrument or instruments of transfer of the relevant Sale Shares in the name and on behalf of the Proposing Transferor and thereafter when such instrument or instruments have been duly stamped, the Directors shall cause the name of the relevant purchaser or purchasers to be entered in the register as the holder or holders of the relevant Sale Shares and shall hold the purchase money in trust for the Proposing Transferor. The receipt of the Directors for the purchase money shall be a good discharge to the relevant purchaser or purchasers and after his or their names have been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(7) If the Directors shall not find a purchaser or purchasers willing to purchase all the Sale Shares under the foregoing provisions, the Proposing Transferor shall at any time within 90 days afterwards be at liberty to sell and transfer the Sale Shares, or so many of them as the Company shall not have found a purchaser or purchasers for as aforesaid, to the third party named in the Transfer Notice for a price being not less than the Fair Market Value.

(8) A Transfer Notice shall be deemed to have been given forthwith upon the Company becoming aware of the occurrence of any of the events:-

- (a) the death of any Shareholder; and/or
- (b) the bankruptcy of any Shareholder; or
- (c) if, the Shareholder being a company, it has a receiver, administrative receiver or administrator appointed over all or any part of its assets or calls a meeting of or compounds with its creditors or goes into voluntary or compulsory liquidation.

(9) A Transfer Notice shall be deemed to have been given by a Shareholder in the following circumstances:-

(a) If any Shares are held by a director or employee of the Company or of any other company of which the Company has Control and the holder of such Shares ceases (for whatever reason) to be a director or employee of the Company or (as the case may be) the other company of which the Company has Control the holder shall be deemed, immediately following such cessation, to have served a Transfer Notice in respect of all of the Shares held by him.

(b) If any person ("the Acquirer") acquires Shares in pursuance of a right or interest obtained by a director or employee of the Company or of any other company of which the Company has Control and the Acquirer is not (or has ceased to be) such a director or employee, the Acquirer shall be deemed, immediately following such acquisition, to have served a Transfer Notice in respect of all of the Shares acquired by him.

(c) If any person (other than the Company) purports to acquire Shares from any Shareholder other than in accordance with the provisions of sub-Articles 7(1) to 7(7) above the relevant Shareholder will be deemed to have served a Transfer Notice in respect of those Shares immediately upon the Company becoming aware of such purported transfer.

(10) The holders of all the Shares in the capital of the Company entitled to vote at General Meetings may, if they think fit, agree in writing to waive the provisions contained in sub-Articles 7(1) to 7(8) in any particular case.

8. Subject to the provisions of Part V Chapter VII of the Act the Company may:-

(A) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;

(B) purchase its own shares (including any redeemable shares);

(C) make a payment in respect of the redemption or purchase under Sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

LIENS AND CALLS

9. (1) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share, shall extend to all dividends payable thereon.

(2) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

PROCEEDINGS AT GENERAL MEETINGS

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

11. (1) A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings or by their proxies (or being corporations by their duly authorised representatives) or by their attorneys shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members or their proxies (or being corporations by their duly authorised representative) or by their Attorneys.

(2) A resolution to which every Member has signified his approval by cable, telex, telegram, telemessage or facsimile transmission shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business: save as herein otherwise provided two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum: and in the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum.

14. A Member or Members holding a majority of the issued Ordinary Shares 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 additional Director or Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on

its behalf and shall take effect upon lodgment at the registered office of the Company.

15. The Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors.

16. 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.

17. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

18. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.

19. A resolution in writing signed by all the Directors or a resolution to which all such Directors have signified their approval by cable, telex, telegram, telemessage or facsimile transmission shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

20. (1) Subject to the provisions of these regulations, the Directors may regulate their proceedings as they think fit.

(2) A Director may, and the Secretary at the request of any Director shall, call a meeting of Directors.

(3) Questions arising at a meeting shall be decided by a majority of votes.

(4) In the case of an equality of votes, the Chairman shall have a second or casting vote.

(5) A Director who is also an alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

(6) It shall be necessary to give notice of meetings to Directors who are absent from the United Kingdom provided that such Directors have given to the Company forwarding addresses and despatch of notices to such addresses shall be deemed good and effective notice pursuant to these Regulations.

21. Directors, or, if appropriate, their alternates may participate in a meeting of Directors or a committee thereof by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as a meeting of the Directors duly convened and held with all Directors present.

ASSOCIATE DIRECTORS

22. (1) The Directors shall have power from time to time to designate any person or persons in the employment of the Company not being Directors as an Associate Director or Associate Directors of the Company and also at any time to revoke such designation as regards any person so designated.

(2) The designation of a person as an Associate Director shall not confer upon him the status of a Director or entitle him to vote at meetings of the Directors or to attend such meetings unless specifically invited to attend;

none of the provisions of these Regulations or of the Act and the Company Directors Disqualification Act 1986 concerning Directors shall apply to an Associate Director.

(3) A person designated as an Associate Director shall not unless the Directors otherwise determine be entitled to any additional remuneration on that account and the terms of any service agreement between the Company and such a person shall in no way be affected by his designation as an Associate Director or by the revocation thereof. He shall be entitled to be described as an Associate Director of the Company so long as he shall continue to be so designated.