

FINE ART DEVELOPMENTS (PENSIONS) LIMITED
(No. 1164903)

SPECIAL RESOLUTION

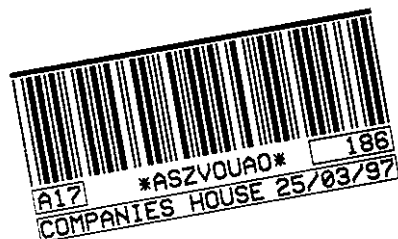
At an Extraordinary General Meeting of the Company held at Bradford, West Yorkshire on 12 March 1997, the following Resolution was passed as a Special Resolution:

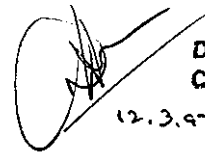
IT IS HEREBY RESOLVED THAT the regulations contained in the print of the Articles of Association, for the purpose of identification signed by the Company Secretary of the Company, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



Company Secretary

24 March 1997





D. HALE
COMPANY SECRETARY

12.3.97.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 12 March 1997

of

Fine Art Developments (Pensions) Limited

GENERAL

- 1 In these Articles (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively:

The Act	The Companies Act 1985 (as amended by the Companies Act 1989).
Active Members	Members of the Pension Scheme who are in pensionable service under such Pension Scheme.
The Statutes	The Act and every other statute for the time being in force concerning companies and affecting the Company.
The Articles	These articles of association as from time to time altered.
The Auditors	The auditors of the Company for the time being.
Clear Days	In relation to the period of a notice means that period excluding the day when the notice is given, or is deemed to be given, and the day for which it is given or on which it is to take effect.
The Company	The above-named company
The Group	The companies comprised in the group as defined in clause 3(A) of the Memorandum of Association.
The Board	The board of Directors for the time being of the Company.
The Office	The registered office of the Company.
The Pension Scheme	The Fine Art Developments Group Pension Fund.

The Scheme Advisory Committee

A committee of the Board comprising no less than three Directors, the majority of whom do not hold or have not held any executive appointment within the Group.

The Scheme Representatives

The Active Members of the Pension Scheme who do not hold any senior executive appointments within the Group and are appointed as Directors for the time being by the Scheme Advisory Committee.

The Seal

The Common Seal of the Company.

Month

Calendar month.

In writing

Written or produced by any substitute for writing or partly one and partly another.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles but excluding any statutory modification thereof not in force when the Articles become binding on the Company. References to sections of the Act shall be construed as references to those sections as amended or re-enacted by any subsequent act.

- 2 The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERS

- 3 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles shall be Members of the Company and shall be entered in the Register of Members accordingly. Every Member of the Company (other than the subscribers) shall either sign a separate written consent to become a Member or sign the Register of Members on becoming a Member.
- 3.1 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Board requires to be executed by him.
- 3.2 The Board shall have an absolute discretion to accept any application for membership which complies with the conditions laid down by the Articles or to reject it and shall reject any application which does not comply with such conditions.
- 3.3 Any corporation which is (or is proposing to be) a Member of the Company may, by resolution of its directors or other governing body, authorise any one or more individuals to act as its representative at any General Meeting of the Company or otherwise in any capacity in respect of any rights, obligations or other relationships as between that corporation (as being a Member or prospective Member of the Company) and the Company. Such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company and such corporation shall for the purpose of the Articles be deemed to be present in person at any such meeting if an individual so authorised is present thereat.

3.4 The rights of Members shall be personal to the Member and shall not be transferable and shall cease upon death or dissolution.

3.5 A Member of the Company shall cease to be a Member:

- (a) Upon the expiration of one month's written notice delivered to the Company of his intention to retire from membership or immediately upon the prior acceptance of such written notice by the Board.
- (b) If (being an officer or employee of any company in the Group) he shall cease to be both an officer and an employee of all companies in the Group and the Board resolves without notice that his membership is determined accordingly.
- (c) Upon his death or if a receiving order in bankruptcy shall be made against him or he shall make any arrangement or compromise with his creditors.
- (d) If 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 1960, 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.
- (e) In the case of a corporation an order is made or an effective resolution passed for its winding up.
- (f) If the Board suspends or expels that person from membership on the grounds of misconduct, in relation either to the Company, its property or its other Members, or of conduct likely to prove prejudicial to the good standing of the Company or to the attainment of its objects. A Member whose suspension or expulsion is to be decided upon at a meeting of the Board shall be entitled to not less than seven Clear Days' notice of that meeting, stating the case made against him. Such Member shall be entitled to attend and speak at that meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting, notwithstanding that he may himself be a Director. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Directors present and voting.

GENERAL MEETINGS

- 4 An Annual General Meeting shall be held once in every year at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board.
- 5 All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".
- 6 The Board may call an Extraordinary General Meeting whenever it thinks fit. Extraordinary General Meetings shall also be convened expeditiously on requisition as provided for in the Act.

LENGTH OF NOTICE FOR GENERAL MEETINGS

- 7 An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by 21 Clear Days' notice in writing at the

least and any other Extraordinary General Meeting by 14 Clear Days' notice in writing at the least. Notice shall be given in the manner mentioned below to the Board, Auditors and all Members. A General Meeting shall be deemed to have been duly called, notwithstanding that it has been called by a shorter notice than that specified above, if it is so agreed:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. of the total voting rights at the meeting of all the Members.

CONTENTS OF NOTICE OF GENERAL MEETINGS

- 8 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him.
- 9 The notice shall specify the general nature of the business to be transacted at the meeting and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 10 In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- 11 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

- 12 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 the consideration of the Accounts and Balance Sheet, and the reports of the Directors and of the Auditors, and the election of Directors, the appointment of Auditors, and the fixing of the remuneration of the Auditors.
- 13 No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two Members of the Company present in person or by proxy and entitled to vote shall be a quorum for all purposes.
- 14 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other date, time and place as the chairman shall with the consent of those present appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 15 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 thirty 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.

- 16** The Chairman, if any, of the Board or in his absence some other Director nominated by the Board, shall preside at every General Meeting, but if at any General Meeting neither the Chairman nor such other Director are present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present and entitled to vote shall choose one of their number to be chairman.
- 17** A resolution put to the vote of a General 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.
- 18** 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.
- 19** 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.
- 20** 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.
- 21** 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.
- 22** 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.
- 23** 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.
- 24** 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. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

VOTES OF MEMBERS

- 25** On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- 26** Votes may be given personally or by proxy within the limits and upon the conditions of the Articles.
- 27** Only a Member of the Company or a person approved by the Board shall be eligible for appointment as a proxy. An instrument appointing a proxy shall be in writing, in any usual or common form or in any other form which the Board may approve and:
- (a) in the case of an individual shall be signed by the appointor or his attorney; and
 - (b) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy in accordance with Article 28, failing which the instrument may be treated as invalid.

- 28** The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board must:
- (a) be deposited at the Office or at 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 for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) 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
 - (c) 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.

- 29** 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 appointor or 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 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.

DIRECTORS

- 30** Until otherwise determined by Ordinary Resolution, the number of Directors shall not be less than three nor more than 15.
- 31** Subject to Article 32, at least one third in total number of the Directors shall be Scheme Representatives. The Board shall appoint the Scheme Representatives from candidates nominated by the Scheme Advisory Committee. Such nominations shall be in a form and manner

determined by the Board and notified from time to time in writing to the Scheme Advisory Committee.

- 32 When a new Director is appointed or a Director ceases to hold office, notwithstanding the circumstances, so that the requirement set out in Article 31 is no longer complied with, the Secretary shall notify the Scheme Advisory Committee within 14 days of the relevant appointment or cessation, of the need to nominate new candidates to be considered for appointment as Scheme Representatives.
- 33 The Scheme Advisory Committee shall nominate new candidates to the Board within 14 days of receiving the notice in Article 32 from the Secretary. The Board must then appoint the Scheme Representatives within 14 days from the date the nominations are received.
- 34 Candidates nominated for appointment as Scheme Representatives must be Active Members of the Pension Scheme and each nomination must be accompanied by a notice in writing signed by the candidate of his willingness to be appointed.
- 35 In the event that no nominations, or insufficient nominations to meet the requirements of Article 31, are received, the Board shall be required to take no further action to ensure compliance with Article 31 until such time as the necessary nominations are received.
- 36 The nominations for the appointment of the initial Scheme Representatives shall be made as soon as practicable after the adoption of these Articles.
- 37 Subject to Articles 30 and 31, the Board shall have power at any time and from time to time to appoint any eligible person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. In addition, and also subject to subject to Articles 30 and 31, the Company may by Ordinary Resolution appoint a Director in accordance with this Article.

POWERS AND DUTIES OF THE BOARD

- 38 Subject to the provisions of the Act, the Memorandum of Association, the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Board 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 Board by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Board.
- 39 The Board 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 it determines including authority for the agent to delegate all or any of his powers.

DELEGATION OF THE BOARD'S POWERS

- 40 In this Article, save as where otherwise indicated, references to "committee" shall not include the Scheme Advisory Committee. The Board may delegate any of its powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees. Any such committee shall consist of three or more Directors and (if thought fit) one or more other named person or persons to be co-opted as hereinafter provided. The Directors constituting any such committee shall consist of no less than one third Scheme Representatives. It may also delegate to any Managing Director or any Director holding any other executive office such of its powers as it considers desirable to be exercised by him. Insofar as any such power or discretion is delegated to a committee, Managing Director or other Director holding an executive office, any reference in these Articles to the exercise by the

Board of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee, Managing Director or other Director holding an executive office. Any committee, including the Scheme Advisory Committee, Managing Director or other Director holding an executive office, shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Board. Any such regulations may provide for or authorise the co-option to a committee, for the avoidance of doubt excluding the Scheme Advisory Committee, of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are not Directors shall be less than one-half of the total number of members of the committee and (b) no resolution of the committee shall be effective unless a majority of the members of the committee present throughout the meeting are Directors.

- 41 The meetings and proceedings of any such committee, including the Scheme Advisory Committee, shall be governed *mutatis mutandis* by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are not superseded by any regulations made by the Board under the last preceding Article or, in relation to the Scheme Advisory Committee, are superseded by any provision of these Articles which specifically relates to such Committee.

PROCEEDINGS OF THE BOARD

- 42 Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. 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.
- 43 The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be three provided that, notwithstanding the size of the quorum, it shall not be valid unless one third or more of the quorum is comprised of Scheme Representatives.
- 44 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 three, the continuing Directors or Director may act only for the purpose of filling vacancies to ensure that Article 30 is complied with or of calling a General Meeting.
- 45 The Directors may appoint one of their number to be the Chairman of the Board 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 the Board 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.
- 46 All bona fide acts done by a meeting of the Board, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it is discovered afterwards 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.
- 47 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of

the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 48** A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board 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.
- 49** Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- 49.1** the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- 49.2** the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 49.3** his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- 49.4** the proposal, resolution or matter arises under or in connection with the Pension Scheme and any and every other scheme, fund, trust and arrangement within the scope of Clause 3(A) and/or 3(B) of the Memorandum of Association of the Company notwithstanding that the Director in question shall be interested as a member, prospective member, beneficiary or prospective beneficiary under any such scheme, trust or arrangement.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 50** A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 51** The Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board or of a committee of Directors.
- 52** Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 53** If a question arises at a meeting of the Board 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 54** The Directors of the Company shall not be liable to retire from office either annually or by rotation. Each Director when appointed shall continue in office indefinitely (unless his appointment shall expressly state otherwise or be for a specific period) subject to the provisions of Article 55.
- 55** The office of a Director shall be vacated if:
- 55.1** he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 55.2** he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 55.3** he is, or may be, suffering from mental disorder and either:-
- 55.3.1 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 1960; or
- 55.3.2 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
- 55.4** he resigns his office by notice in writing to the Company; or
- 55.5** he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- 55.6** he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
- 55.7** he, being a Scheme Representative, ceases to be an Active Member.

REMUNERATION OF DIRECTORS

- 56** 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. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine.

DIRECTORS' EXPENSES

- 57** The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of Directors or General Meetings of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 58** Subject to the provisions of the Act, the Board 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 Board determines and it may remunerate any such Director for his services as it thinks 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.

- 59** Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director notwithstanding his office:
- 59.1** may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 59.2** 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 otherwise interested; and
- 59.3** 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.
- 60** For the purposes of Article 59:
- 60.1** a general notice given to the Board 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
- 60.2** 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.

DIRECTORS' GRATUITIES AND PENSIONS

- 61** The Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any Member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

THE SECRETARY

- 62** Subject to the provisions of the Act, the Directors may from time to time by resolution appoint the Secretary of the Company and an assistant or deputy Secretary upon such conditions as they may think fit. Any person appointed an assistant or deputy Secretary may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. Any Secretary, assistant or deputy Secretary may be removed by a resolution of the Board.

THE SEAL

- 63** The Seal shall only be used by the authority of the Board or of a committee of Directors authorised by the Board. The Board 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.

ACCOUNTS

- 64** The Board shall cause proper books of account to be kept with respect to:

- 64.1** All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- 64.2** All sales and purchases of goods by the Company, and
- 64.3** The assets and liabilities of the Company;
- and such books of account shall be kept so as to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 65** The books of account shall be kept at the Office, or, subject to the Act, at such other place or places in Great Britain as the Board thinks fit, and shall always be open to the inspection of the Board.
- 66** The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to inspection by Members of the Company at all reasonable times.
- 67** The Board shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such Income and Expenditure Accounts, Balance Sheets and Reports as are required by the Act.
- 68** A copy of every Balance Sheet (including every document required by law to be annexed thereto which is to be laid before the Company in General Meeting together with a copy of the Auditors' Report) shall not less than twenty-one days before the date of the meeting be sent to every Member of the Company in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be read before the meeting as required by the Act.

AUDIT

- 69** Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 70** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board or of a committee of Directors need not be in writing.
- 71** A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members, or if he is believed to have left such address then at the option of the Board addressed to the Member's last known address.
- 72** Every Member shall provide as his registered address an address within the United Kingdom and only Members described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company. A Member shall not be entitled to require any notice to be served at an address outside the United Kingdom.
- 73** Any notice, if served by post, shall be deemed to have been served 48 hours after the day on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
- 74** A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

- 75** Notice of every General Meeting shall be given in any manner authorised by the Articles to every Member having an address within the United Kingdom and to the Auditor. No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION AND DISTRIBUTION OF ASSETS

- 76** These Articles are to be interpreted and given effect to as if Clauses 4 and 7 of the Memorandum of Association were repeated in these Articles in full.

INDEMNITY

- 77** Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor shall be indemnified out of the assets of the Company against 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 implication in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.