

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE ANTHONY NOLAN TRUST

- 1 The name of the company (hereinafter referred to as 'the Company') is 'THE ANTHONY NOLAN TRUST'
- 2 The registered office of the company is situate in England.
- 3 (a) The objects for which the company is established are: -
 - (1) the relief, treatment or cure of those suffering from bone marrow or immunological deficiencies and any similar or related diseases or conditions;
 - (2) the relief, treatment or cure of those suffering from any disease or condition that may be relieved, treated or cured by any organ or cell transplant;
 - (3) the advancement of research into the causes of and the diagnosis, relief, treatment or cure of those suffering from bone marrow or immunological deficiencies or any similar or related diseases or conditions and to publish the useful results of such research; and
 - (4) the advancement of research into improving organ or cell transplantation or any related technique or technology and to publish the useful results of such research.
- (b) For the purpose of attaining the objects of the company but not further or otherwise, the company may undertake or do all or any of the following:-
 - (1) establish consolidate maintain and expand a register of volunteer bone marrow donors or potential donors
 - (2) establish equip support and maintain laboratories



- (3) pay to donors and potential donors the costs and expenses of and incidental to the donation by them of bone marrow or their undergoing testing for suitability as donors and in cases of hardship general financial assistance in connection therewith
- (4) provide financial assistance for the special care of patients suffering from any disease or condition specified or referred to in Clause 3.1 above whether at home or in hospital prior to, during and after transplant operations
- (5) provide such services in pursuit of the Objects as the company may deem expedient
- (6) to make reasonable charges for any services the company may provide in pursuit of the Objects provided that the company shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects;
- (7) co-operate with and support any international, national or regional organisation having the same or similar objects to those of the company and which limit the application of its property to at least as great an extent as the application of the company's property is limited by Clause 4 hereof
- (8) establish and support any association or body and to subscribe or guarantee money for any purpose calculated to further the objects of the company
- (9) print, publish and circulate brochures, pamphlets, leaflets, charts, diagrams or other matter setting forth, dealing with or relating to bone marrow deficiencies or any like or related diseases
- (10) borrow or raise moneys required for the purposes of the company on such terms with or without security as may be determined
- (11) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the company may think necessary or convenient for any of its purposes
- (12) subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company as may be thought expedient with a view to the promotion of its objects
- (13) invest any moneys of the company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and to the same extent and in the same manner as if it were the sole beneficial owner but subject nevertheless to such conditions (if any) and with such sanction (if any) as may for the time being be imposed or required by law

- (14) subject to Clause 4 hereof grant pensions, allowances and gratuities to past or present officers or employees of the company or of the Appeal or of the Trust or to the dependants of such persons and to establish and maintain or participate in trust funds schemes (whether contributory or non-contributory) for providing pensions for any such persons as aforesaid and to insure the life of any person including any officer or Member of the company whose services are of value to the company in such sum as the company may deem expedient and to pay the requisite premiums for keeping such insurance on foot
- (15) do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

PROVIDED that:

- (16) in case the company shall take or hold any property which may be subject to any trusts, the company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts
- (17) the objects of the company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (18) in case the company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as the Board would have been if no incorporation had been effected, and the incorporation of the company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over the Board but it shall as regards any such property be subject jointly and separately to such control or authority as if the company were not incorporated

4 The income and property of the company shall be applied solely towards the promotion of its objects as set forth in this memorandum of association and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the company and no member of its Board shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the company provided that nothing shall prevent any payment in good faith by the company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the company not being a member of its Board for any services rendered to the

company or by way of reimbursement of payments made or costs, charges or expenses incurred in or about the objects or affairs of or on behalf of the company;

- (b) of interest on money lent by any member of the company or of its Board at a rate per year not exceeding 2% less than the base lending rate for the time being by HSBC Bank plc on any money lent;
- (c) of reasonable and proper rent for premises demised or let by any member of the company or of its Board;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than one-one hundredth part of the capital of that company;
- (e) of reasonable and proper out-of-pocket expenses to any member of the Board
- (f) of any premium in respect of any indemnity insurance to cover the liability of the directors which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors

5 The liability of the members is limited

6 Every member of the Company undertakes to contribute to the assets of the company (in the event of the same being wound up during the time that he is a member or within one year afterwards) for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the company and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1

7 If upon the winding up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some Institution or Institutions having objects similar to the objects of the company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the company under or by virtue of Clause 4 hereof, such Institution or Institutions to be determined

upon by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to the foregoing provision~ then to some charitable object

NAMES AND ADDRESSES OF SUBSCRIBERS

1. For and on behalf of
Instant Companies Limited,
2 Baches Street,
London N1 6UB.
2. For and on behalf of
Swift Incorporations Limited,
2 Baches Street,
London N1 6UB.

Dated 6th MARCH 1989

Witness to the above Signatures:-

Terry Jayne,
2 Baches Street,
London N1 6UB.

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE ANTHONY NOLAN TRUST

INTERPRETATION

1 In these regulations:-

'the Act'	means the Companies Act 1985 and 1989 including, any statutory modification or re-enactment thereof for the time being in force.
'the articles'	means the articles of the company.
'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
'executed'	includes any mode of execution.
'office'	means the registered office of the company.
'the seal'	means the common seal of the company
'secretary'	means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.
'the United Kingdom'	means Great Britain and Northern Ireland.

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

MEMBERS

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors.
- 3 Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
- 4 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

- 5 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 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.

NOTICE OF GENERAL MEETINGS

- 7 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director 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:-
 - (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 any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

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

The Notice shall be given to all the members and to the directors and auditors.

- 8 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

- 9 No business shall be transacted at any meeting unless a quorum is present. Three 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 corporation, shall be a quorum.
- 10 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 11 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.
- 12 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.
- 13 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 14 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.

- 15 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.
- 16 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.
- 17 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.
- 18 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.
- 19 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.
- 20 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.

- 21 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.
- 22 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

- 23 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.
- 24 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 show of hands or on a poll, by his receiver, curator bonus or other person authorised in that behalf appointed by that court, and any such receiver, curator bonus or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 25 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.
- 26 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

The Anthony Nolan Trust. I/We,

of

being a

member/members the above-named company, hereby

appoint

of

or failing him,

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 , and at any adjournment thereof,

Signed on

200[]

- 27 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

The Anthony Nolan Trust.

I/We,

of

being a

member/members of the above-named company, hereby

appoint

of

or failing him, of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on 19 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of

200[]

- 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 directors may: -
- (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 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.

NUMBER OF DIRECTORS

- 30 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than three.

POWERS OF DIRECTORS

- 31 Subject to the provisions of the Act, the memorandum and the 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 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 regulation shall not be limited

by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

- 32 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.

DELEGATION OF DIRECTORS' POWERS

- 33 The directors may delegate any of their powers to any committee consisting of two or more directors. The proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 34 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 35 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 36 If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 37 No person other than a director retiring by rotation 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 nor more than thirty-five clear days before the date appointed for the meeting, notice 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 executed by that person of his willingness to be appointed or reappointed.

- 38 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 (other than a director retiring by rotation at the meeting) 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.
- 39 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 and may also determine the rotation in which any additional directors are to retire.
- 40 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 the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 41 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 42 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 he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) 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 bonus or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the company; or
- (e) 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.

DIRECTORS' EXPENSES

- 43 The directors may be paid all reasonable and proper 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 or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.

REMUNERATION OF STAFF

- 44 The directors shall engage all such officers and employees as they may consider necessary and shall regulate their duties and fix their salaries as they shall think fit subject always to the provisions of Clause 4 of the memorandum of association of the company.

GENERAL SECRETARY

- 45 The directors may appoint one or more persons not being a director or directors to exercise, subject to the directors' discretion and to any limitations from time to time imposed by it a general control over the day to day business of the Company. Without prejudice to the foregoing the directors may appoint the same person or another person as secretary and any such appointment may be made upon such terms as the directors determine and they may remunerate any such person for his services as they think fit.

PROCEEDINGS OF DIRECTORS

- 46 Subject to the provisions of the 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. 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.

- 47 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at a greater number shall be three.
- 48 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.
- 49 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.
- 50 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.
- 51 Any director may participate and vote in a meeting of directors by means of 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.
- 52 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.
- 53 Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty 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:-

- (a) 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;
 - (b) 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 part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities 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.
- 54 For the purposes of this regulation, an interest of a person who is, for any purpose of the Act(excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director.
- 55 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.
- 56 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 directors or of a committee of directors.
- 57 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.

MINUTES

- 58 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

- 59 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.

ACCOUNTS

- 60 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.

NOTICES

- 61 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 directors need not be in writing.
- 62 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. 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 notice may be given to him 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.
- 63 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.
- 64 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

- 65 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 of the company 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 application 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. In the execution of the objects hereof no officer of the company shall be liable for any loss to the property of the company arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other trustee hereof although the employment of such agent was strictly not necessary (provided reasonable supervision shall have been exercised) or by reason of any mistake or omission made in good faith by any officer hereof or by reason of any other matter or thing other than wilful and individual fraud or other wrongdoing or wrongful omission on the part of the officer who is sought to be made liable.

BYE-LAWS

- 66 The Board shall have power in its discretion from time to time to make bye-laws or regulations for the internal or domestic organisation of the company and to add to amend alter or repeal any bye-laws or regulation so made.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. For and on behalf of
Instant Companies Limited,
2 Baches Street,
London N1 6UB.
 2. For and on behalf of
Swift Incorporations Limited,
2 Baches Street,
London N1 6UB.
-

Dated 6th MARCH 1989

Witness to the above Signatures:-

Terry Jayne,
2 Baches Street,
London N1 6UB.