

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
THE SOLICITORS' LAW STATIONERY LIMITED  
(Company Number: 2384199)  
Passed on 7th April 1997


WE, the undersigned members of the above named Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows, pursuant to Article 15 of the Articles of Association of the Company such resolution to take effect as ordinary and special resolutions as appropriate:

**ORDINARY RESOLUTIONS**


1. **THAT** all classes of shares in the share capital of the Company which are not currently Ordinary Shares be converted with immediate effect into Ordinary Shares.
2. **THAT** any dividends which were payable under the Articles of Association of the Company adopted by Special Resolution passed on 8 April 1991 and have not been paid shall no longer be payable.

**SPECIAL RESOLUTION**

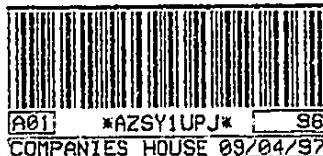
3. **THAT** the articles of association of the Company be replaced by the articles of association in the form annexed to these resolutions.

  
\_\_\_\_\_  
For and on behalf of  
SLSS (HOLDINGS) LIMITED

Date... 7/4/97 ..

  
\_\_\_\_\_  
AS ATTORNEY FOR ALL OTHER  
SHAREHOLDERS

Date... 7/4/97 ..



DATED 7th April 1997

ARTICLES OF ASSOCIATION

THE SOLICITORS' LAW STATIONERY SOCIETY LIMITED

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119 London Wall  
London EC2Y 5ET

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Date: 04 February 1997  
Ref: TS3/DS

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

THE SOLICITORS' LAW STATIONERY LIMITED ("the Company")

Company number: 2384199

(Adopted by Special Resolution passed on 7th April 1997)

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these articles, apply to the Company and shall together with these articles constitute the regulations of the Company.
- 1.2 Regulations 3, 35, 53, 73 to 77, 87, 89, 93 to 98, 112 and 115 of Table A shall not apply to the Company.
- 1.3 In these articles "the Act" means the Companies Act 1985 or any statutory re-enactment or modification thereof for the time being in force.

2. SHARE CAPITAL

- 2.1 The authorised share capital of the Company at the date of the adoption of these articles is £6,494,809 divided into 6,494,809 ordinary shares of £1.
- 2.2 Subject to the provisions of the Act, the Company may:
  - 2.2.1 issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as the directors may at the time of issue determine;
  - 2.2.2 purchase its own shares (including any redeemable shares); and
  - 2.2.3 to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 2.3 2.3.1 The directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act);

2.3.2 the general authority conferred by this article shall:

- (i) extend to all relevant securities of the Company unissued as at the date of adoption of this article;
- (ii) expire on the fifth anniversary of the adoption of these articles unless varied or revoked or renewed by the Company in general meeting; and
- (iii) entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

2.4 Subject to and without prejudice to the generality of the provisions of article 13.5 2 below any shares unissued at the date of the adoption of these articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

2.5 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

2.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

### 3. LIEN

3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

3.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it"; and the same words shall be substituted in regulation 19 of Table A for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. **CALL ON SHARES**

The following sentence shall be added to the end of regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the company by reason of such non-payment".

5. **VARIATION OF RIGHTS**

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of more than three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of that class, but not otherwise. To every such separate meeting all the provisions of these articles relating to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal value of the issued shares of the class unless all the shares of any class are registered in the name of a single corporate shareholder in which case the quorum shall be one person being the duly authorised representative of such shareholder (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

6. **TRANSFER AND TRANSMISSION**

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. **WRITTEN RESOLUTIONS**

7 1 A resolution in writing signed by all the members of the Company entitled to receive notice of and to attend and vote at general meetings or by their duly appointed proxies or attorneys.

7.1.1 shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held; and

7 1.2 any such resolution in writing may be contained in one document or in several documents in the same terms each signed by one or more of the members or their proxies or attorneys, and signature in the case of a body corporate which is a member shall be sufficient if made by a director thereof or by its duly authorised representative.

7 2 An ordinary resolution in writing signed by or on behalf of any person who holds for the time being more than half in nominal value of the issued shares carrying the right to attend and vote at general meetings and deposited at the office shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

8. **PROCEEDINGS AT GENERAL MEETINGS**

8.1 Regulation 40 of Table A shall be deleted and the following substituted therefor:

"No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member or duly authorised representative of a corporation shall be a quorum".

8.2 A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

9. **VOTES OF MEMBERS**

A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

10. **DIRECTORS**

10.1 The number of the directors shall be determined by the Company in general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number of directors shall be one.

10.2 In the event of the minimum number of directors fixed by or pursuant to these articles being one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally and regulation 89 of Table A shall be modified accordingly.

10.3 Directors shall not retire by rotation and regulations 78 and 79 of Table A shall be modified accordingly.

10.4 A director or alternate director shall not require any share qualification but any director or alternate director who is not a member of the Company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

10.5 A person may be appointed a director notwithstanding that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.

11. **POWERS OF DIRECTORS**

Without prejudice to the powers conferred by regulation 70 of Table A the directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including directors and other officers) who are or were at any time in the employment or service of the Company, or of any company which is or was a subsidiary of the Company or allied to or associated with the Company or any such subsidiary, or of any of the predecessors in business of the Company or of any such other company, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to, for or towards the insurance of or otherwise provide benefits for any such persons.

12. **DELEGATION OF DIRECTORS' POWERS**

The following words shall be added after the words "one or more directors" in regulation 72 of Table A:

"who shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director or directors of the Company".

13. **APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS**

13.1 The directors shall not be liable to retire by rotation.

13.2 A director shall not be required to hold any share qualification.

13.3 The reference to two in regulation 64 of Table A shall be substituted by one to the effect that the minimum number of directors required shall be one.

13.4 13 4 1 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.

13 4 2 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 maximum number of directors (if there be any maximum) is not exceeded.

13.5 Whenever and so long as the Company shall be the subsidiary of another company (in this article referred to as the "**Holding Company**") the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these articles.

13 5 1 the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the Company and shall

have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;

13.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Holding Company, and

13.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time lawfully prescribe.

13.6 Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

#### 14. PROCEEDINGS OF DIRECTORS

14.1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.

14.2 A meeting of the directors may, subject to notice thereof having been given in accordance with these articles, be for all purposes deemed to be held when a director is or directors are in communication by telephone or television or similar apparatus for communication with another director or directors and all of the said directors agree to treat the meeting as so held, provided that the number of the said directors constitutes a quorum of the board hereunder, and a resolution made by a majority of the said directors in pursuance of this article shall be as valid as it would have been if made by them at an actual meeting duly convened and held

14.3 A resolution signed in writing 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 director, but a resolution signed by an alternate director need not also be signed by his appointor, and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

14.4 A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company

14.4.1 shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act; and



- 14.4.2 subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

15. **NOTICES**

- 15.1 A notice may be given by the Company to any member in writing either personally or by sending it by pre-paid post, tele-message or telex to his registered address within the United Kingdom supplied by him to the Company for the giving of notice to him, but in the absence of such address the member shall not be entitled to receive from the Company notice of any meeting.
- 15.2 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 15.3 A properly addressed and pre-paid notice sent by post shall be deemed to have been received upon the day following that on which the notice is posted.
- 15.4 A notice given by telegram or tele-message shall be deemed to have been given at the expiry of 24 hours after it is delivered by the Company to the relevant transmitting authority.
- 15.5 A notice given by telex shall be deemed to have been given at the same time as it is transmitted by the Company.

16. **INDEMNITY**

Subject to the provisions of and so far as may be permitted by the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in the execution and discharge of his duties or otherwise in relation thereto. Regulation 118 of Table A shall be amended accordingly.

17. **DESTRUCTION OF DOCUMENTS**

- 17.1 The Company may destroy:
- 17.1.1 any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
- 17.1.2 any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date of such mandate variation cancellation or notification was recorded by the Company;
- 17.1.3 any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration, and

17.1.4 any other document on the basis of which any entry in the register is made at any time after the expiry of six years from the date an entry in the register was first made in respect of it.

17.2 It shall conclusively be presumed in favour of the Company that every share certificate destroyed pursuant to article 17.1 was a valid certificate duly and properly sealed and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed thereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided that:

17.2.1 the foregoing provisions of this article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;

17.2.2 nothing contained in this article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso 17.2.1 above are not fulfilled; and

17.2.3 references in this article to the destruction of any document include references to its disposal in any manner.

#### 18. SHARE CERTIFICATES

In the second sentence of regulation 6 of Table A the words "shall be sealed with the seal and" shall be deleted. Each share certificate shall only be issued by authority of the directors, or of a committee of the directors authorised by the directors, and shall bear the signature of one director and the Company secretary or a second director.

#### 19. COMPANY SEAL

Regulation 101 of Table A shall not apply to the Company. The Company shall not be required to, but may, at the discretion of the directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the directors, or of a committee of the directors authorised by the directors, and 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 the secretary or a second director.