

Company Number: 2447570

THE COMPANIES ACTS

1985

COMPANY LIMITED BY SHARES

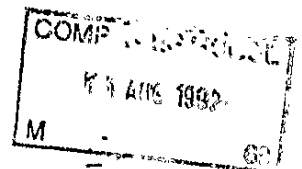
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

INTERNATIONAL CONSUMER RESEARCH
AND TESTING LIMITED

DENTON HALL
BURGIN & WARRENS

A MEMBER OF THE DENTON INTERNATIONAL GROUP OF LAW FIRMS

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Company Number: 2447570

DOCUMENT 3
(MEMORANDUM OF ASSOCIATION)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

INTERNATIONAL CONSUMER RESEARCH AND TESTING LIMITED

1. The Company's name is "BURGINHALL 413 LIMITED".*
2. The Company's registered office is to be situated in England.
3. The Company's objects are:
 - 3.1 (a) to promote co-operation between its members and/or any national, multinational or international organisation and/or individual involved or concerned in consumer matters and the regulation of undertakings and affairs concerned in consumer matters in research and testing in the field of consumer goods, services and other consumer issues and to promote and assist joint comparative testing activities by such organisations;

* By Special Resolution of the Company passed on 6th January 1990 the name of the Company was changed to INTERNATIONAL CONSUMER RESEARCH AND TESTING LIMITED.

- (b) to provide a forum in which national, multinational or international organisations working for the interest of the consumer may discuss and exchange information on consumer matters and act as a clearing house for publications of such organisations and regulate (subject to any regulation promulgated or applicable to the bodies themselves) the use of any such published material;
- (c) to acquire, collect, publish and otherwise disseminate to the organisations referred to in paragraph 3.1(a) above and where the Company consider it appropriate to the public or a particular group of the public information relating to consumer goods, services and any other issues relating to the consumer interest;
- (d) to engage in activities in relation to the setting, modification or consideration of standards to be imposed by Government or other regulatory bodies for goods or services, to develop common testing and research methods for goods, and to facilitate and engage in the exchange of information between any of the undertakings or persons mentioned in paragraph 3.1(a) above relating to test and research methods, programmes and standards for goods and services whether set by national government, EEC or other regulatory bodies and whether set nationally or on an international or multinational basis and to carry out research into the possible for introducing standards for goods and services and prepare proposals for and other documentation relating to such standards;
- (e) to provide advice, assistance and information to consumer organisations (including its members) engaged in consumer research and the publishing of consumer information;
- (f) to establish links with any of the undertakings or persons referred to in paragraph 3.1(a) above in order to promote, assist and represent interests of the consumer organisations (including where relevant its members);
- (g) to promote and assist research into and testing of the quality of consumer goods, services and intellectual property rights by lobbying, campaigning and other means and to represent the interests of the consumer and/or any consumer organisation;
- (h) to provide such services and any services ancillary thereto to any organisations including without limitation the undertakings and persons mentioned in paragraph 3.1(a) above whether or not for a fee.

3.2 To manufacture, process, import, export, deal in and store any goods and other things, and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.

- 3.3 To apply for, register, purchase, or by any other means obtain or seek to obtain, upon such terms and in such manner as the directors see fit, any patent rights, licences, secret processes, trade marks, designs, brevets d'invention, or other industrial or business rights, protections or concessions, to use, alter, grant licences, options, interests or privileges in respect of, manufacture under, expend money in experimenting upon and improving and otherwise deal in the same, and to carry on the business of an inventor, designer or research organisation.
- 3.4 For any purpose to purchase, acquire, take on lease or in exchange, sell, charge, pledge, broke, take and/or grant options over, develop, construct, exploit, improve, maintain, underwrite transactions in relation to and otherwise to invest or deal in every type of real and personal property and all rights and interests therein upon and subject to such terms and conditions as the directors may see fit.
- 3.5 To acquire, upon such terms and in such manner as the directors see fit, the shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities or any interest therein of any person, company, fund or trust.
- 3.6 To acquire, upon such terms and in such manner as the directors see fit, the whole or any part of the undertaking, property and assets, or any interest therein, and to undertake the whole or any of the liabilities or obligations of, and to acquire and carry on the business of, any person or company.
- 3.7 To sell, exchange, mortgage, charge, lease or grant licences, easements, options and other rights over, or in any other manner deal with, or dispose of, the whole or any part of the undertaking, property and assets (present and future) of the Company (including, without prejudice to the generality of the foregoing, all or any shares, stocks, debentures, debenture stock, annuities, warrants, bonds, units, obligations and securities of the Company) for any consideration and in particular, but without prejudice to the generality of the foregoing, for shares, stock, debentures, debenture stock or other securities of any company.
- 3.8 To borrow and raise money and to secure or discharge any debt, liability or obligation, whether of the Company or any other person, upon such terms and in such manner as the Company sees fit, and in particular, but without prejudice to the generality of the foregoing, by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property and assets (whether present or future), and uncalled capital of the Company or by the creation and issue of any securities of the Company.
- 3.9 To lend money, give credit or provide any other form of credit or financial accommodation to any person.
- 3.10 To enter into guarantees, contracts of indemnity and suretyships of all kinds, whether or not the Company shall derive a benefit from the same, on such terms and in such manner as the directors see fit,

and in particular but without prejudice to the generality of the foregoing, to guarantee, underwrite or secure, with or without consideration, and whether by personal obligation or by mortgaging or charging or providing any other security over the whole or any part of the undertaking, property or assets (whether present or future) and uncalled capital of the Company or by the creation and issue of any securities of the Company, the performance of any obligations or commitments or satisfaction of any liabilities of any person or company including, but without prejudice to the generality of the foregoing, any company which is for the time being a subsidiary or holding company of the Company or another subsidiary of a holding company of the Company or is otherwise associated with the Company.

- 3.11 To draw, make, accept, issue, execute, endorse, discount and deal in bills of exchange, promissory notes, bills of lading, debentures, warrants and other instruments and securities, whether negotiable or otherwise.
- 3.12 To act in a fiduciary capacity of any sort including, without prejudice to the generality of the foregoing, to undertake the duties of a trustee of trust deeds or other instruments constituting debentures, debenture stock, bonds and other securities, or of wills and settlements, and of an executor or administrator of estates, or to act as and undertake the duties of a nominee, a custodian trustee, a trustee of a unit trust, a trustee for charitable or other institutions, a trustee for pension, benevolent or other funds, and as a manager or director of business or companies whether limited or unlimited, and generally to undertake all and any duties normally undertaken by a trust corporation and either with or without remuneration.
- 3.13 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time directors or officers of or in the service or employment of the Company or of any company which is a subsidiary or holding company of the Company or a subsidiary of another subsidiary of a holding company of the Company or otherwise associated with the Company and to the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of such persons and generally to make such provision for the well-being of any of the aforementioned persons as the Company sees fit and, without prejudice to the generality of the foregoing, to establish, subsidise or subscribe money to any associations, societies, trusts, clubs and institutions as the Company sees fit.
- 3.14 To establish and maintain or procure the establishment and maintenance of all forms of employee share option and share incentive schemes and such other option, incentive or bonus schemes (whether or not involving shares or securities in or of the Company) on such terms as the Company sees fit.

- 3.15 To make payment for any charitable, benevolent, public, national, educational, general or useful purpose.
- 3.16 To provide technical, cultural, artistic, educational, entertainment or business facilities or services and to carry on any business involving any such provision.
- 3.17 Upon such terms and in such manner as the Company sees fit, to enter into any arrangements with any government, authority, person or company to obtain from the same any decrees, orders, instruments, legislation, rights, charters, privileges, franchises and concessions and to carry out, give effect to, exercise and comply with the same.
- 3.18 To amalgamate or enter into any partnership, joint venture, profit sharing arrangement or co-operative or other arrangement for the pursuit of mutual interests with any person or company.
- 3.19 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property or interest therein, purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- 3.20 To accept any shares, stock, debentures, debenture stock or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.
- 3.21 To pay all costs, charges and expenses preliminary or incidental to the formation, promotion, establishment and incorporation of the Company and the issue of its capital, including brokerage and commissions for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- 3.22 To procure the registration, incorporation or recognition of the Company in or under the laws of any place or country in the world.
- 3.23 To distribute any of the property or assets of the Company amongst its creditors and members in specie or kind.
- 3.24 To cease carrying on any business or activity of the Company, or any part of any such business or activity, and to procure the winding up or dissolution of the Company.
- 3.25 To do all or any of the things or matters mentioned above in any part of the world, on any terms and in any manner as the directors see fit, and whether as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others and by or through agents, trustees, sub-contractors or otherwise.
- 3.26 To do all such other things as in the opinion of the directors may be carried on in connection with or ancillary to any or all of the

above objects or which is capable of being carried on for the benefit of the Company.

It is hereby declared that:

- (i) the word "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body, or association of persons, whether incorporated or not and whether domiciled or resident in the United Kingdom, or elsewhere; and
 - (ii) the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.
4. The liability of the members is limited.
5. * The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each.

* By special resolution passed on 9th March 1990 the Company's authorised share capital was increased by the creation of a further 2,345 Ordinary Shares of £1 each.

By special resolution passed on 9th March 1990 the Company's authorised share capital of £2,445 was consolidated and divided into

- 6 "A" Ordinary Shares of £270 each;
- 15 "B" Ordinary Shares of £45 each;
- 10 "C" Ordinary Shares of £15 each.

By ordinary resolution passed on 10th June 1991 the Company's authorised share capital was increased to £2,820 divided into 6 "A" Ordinary Shares of £270 each, 20 "B" Ordinary Shares of £45 each and 20 "C" Ordinary Shares of £15 each by the creation of an additional 5 "B" Ordinary Shares of £45 each and an additional 10 "C" Ordinary Shares of £15 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses
of Subscribers

Number of shares
taken by each
Subscriber

Michael John Cox
For and on behalf of
Gray's Inn Nominees Limited
Five Chancery Lane
London EC4A 1BU

1

Michael John Cox
For and on behalf of
DH&B Nominees Limited
Five Chancery Lane
London EC4A 1BU

1

Total shares taken

2

=====

Dated 3 November 1989

Witness to the above signatures,

Jenny Shipley
5 Chancery Lane
London
EC4A 1BU

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
INTERNATIONAL CONSUMER RESEARCH
AND TESTING LIMITED

(New Articles of Association Adopted by
Special Resolution passed on 9th March 1990
as amended by written resolution passed on 10th June 1992) -

PRELIMINARY

- 1.1 In these Articles "the Act" means the Companies Act 1985 (as amended or re-enacted from time to time) and "Table A" means Table A as prescribed in the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles.
- 1.2 The Regulations contained in Table A, save as excluded or varied by or inconsistent with these Articles shall apply to the Company and together with these Articles shall constitute the Regulations of the Company.

INTERPRETATION

2. In these articles:

"A" Shares" means: the six "A" ordinary shares of £270 each in the Company;

"B" Shares" means: the twenty "B" ordinary shares of £45 each in the Company;

"C" Shares" means: the twenty "C" ordinary shares of £15 each in the Company;

representing the authorised share capital of the Company at the date hereof and "ordinary share" means any of the foregoing.

SHARE CAPITAL

- 3.1 The Company may from time to time by unanimous decision of the holders of "A" Shares and the holders of "B" Shares increase its share capital to be divided into shares of the same class as the existing issued share capital of the Company. Regulation 2 and Regulation 32 shall be amended accordingly.
- 3.2 A person shall be entitled to apply for ordinary shares (of any class) only if that person fulfils all the requirements set out in Article 4(a) and in the case of "A" Shares the additional requirements set out in Article 4(b) and no person shall be entitled to hold more than one ordinary share.
- 3.3. The Company shall issue ordinary shares in the Company only if it is satisfied that the applicant fulfils the requirements as aforesaid and any other requirements of a similar nature as the Company may by special resolution from time to time resolve and if the board of directors has by a 75 per cent majority approved the application and if the said majority of the board of directors has at its discretion specified that the application shall be for an "A" Share, "B" Share or "C" Share.

4. A person shall be entitled to apply for an ordinary share in the company if:
- (a) (i) it is a national/international/multinational organisation pursuing the interests of consumers and carrying on the activities of research and/or testing the standards of goods and/or services;
- (ii) its intentions are limited to carrying on activities exclusively on behalf of the interests of the consumer;
- (iii) it has no interest in the advancement of any party political cause, receives no funds contributions, inducement or other form of incentive or remuneration from any undertaking or person advancing any such cause;
- (iv) it does not accept for a consideration in cash or in kind an advertisement in its publications;
- (v) it takes all steps to prevent the information and advice it gives to consumers being reproduced in any manner which might mislead;
- (vi) its independence of action and comment is not in any way influenced or qualified by the receipt of subsidies sponsorship or other incentive or remuneration;
- (vii) it undertakes to comply with such requirements as may be laid down by the board of directors from time to time; and
- (b) in the case of a person willing to be a holder of an "A" share that he has undertaken to appoint a representative to be a director of the board and the board has accepted that undertaking.

- 5.1 (a) A holder of an "A" Share and a holder of a "B" Share shall have the right to receive notice of and to attend in person, by representative or by proxy, to speak and to vote on all matters at any general meeting of the company; and

(b) a holder of a "C" Share shall have the right to receive notice of an to attend in person, by representative or by proxy, and to speak at any general meeting of the company but shall not have the right to vote at any such general meeting except on:

- a resolution for the winding-up of the company; or
- a resolution to alter the Memorandum or the Articles of Association of the company
- any alteration in the share capital of the company.

5.2(a) A holder of an "A" Share shall be entitled to exercise six votes on any matter on which he is entitled to vote at any general meeting of the Company. (Regulation 54 shall be amended accordingly).

5.2(b) A holder of a "B" Share and a holder of a "C" Share shall each be entitled to exercise one vote on any matter on which he is entitled to attend and vote at any general meeting of the Company.

5.3 If a holder of an "A" Share serves written notice on the secretary of the company that he wishes to convert his "A" Share into a "B" Share or "C" Share or if a holder of an "A" Share fails to appoint or maintain in office a director capable of properly carrying on his duties as a director or if a holder of an "A" Share wishes to cease to be a member of the company:-

- (a) on receipt of such notice or (as the case may be) upon the failure to appoint and maintain in office a director as aforesaid, subject to the provisions of the Act and following a resolution of the board of directors of the company approving such purchase by a simple majority, the Company shall purchase the share of the said holder of an "A" Share for cash at par; and
- (b) if the said holder has indicated that he wishes to cease to be a member, the Company shall, having purchased the share of the said holder as described in (a) above, take no further action; or

- (c) if the said holder had indicated that he wishes to become a holder of a "B" Share or a "C" Share or has failed to appoint or maintain in office a director as aforesaid, the Company shall subject to the board of directors approving the application by a 75 per cent majority forthwith upon receipt of the par value issue to the said holder one "B" Share or as appropriate one "C" Share.

5.4 If a holder of a "B" Share serves written notice on the secretary of the company that he wishes to convert his "B" Share into an "A" Share or a "C" Share or if a holder of a "B" Share wishes to cease to be a member of the company:-

- (a) on receipt of such notice, subject to the provisions of the Act and following a resolution of the board of directors of the company approving such purchase by a simple majority, the Company shall purchase the share of a said holder of a "B" share for cash at par; and
- (b) if the said holder has indicated that he wishes to cease to be a member, the Company shall, having purchased the share of the said holder as described in (a) above, take no further action; or
- (c) if the said holder has indicated that he wishes to become a holder of an "A" Share and has undertaken to appoint a representative to be a director of the board and the board has accepted that undertaking; or if the said holder has indicated that he wishes to become a holder of a "C" Share; the Company shall subject to the board of directors approving the application by a 75 per cent majority forthwith upon receipt of the par value issue to the said holder one "A" Share or as appropriate one "C" Share.

5.5 If a holder of a "C" Share serves written notice on the secretary of the company that he wishes to convert his "C" Share into an "A" share or "B" Share or if a holder of a "C" Share has not within a

period of one year from the date of issue of its "C" Share served written notice as aforesaid or if a holder of a "C" Share wishes to cease to be a member of the company:-

- (a) on receipt of such notice or (as the case may be), if written notice has not been served seeking conversion of the "C" Share as aforesaid then, subject to the provisions of the Act and following a resolution of the board of directors of the company approving such purchase by a simple majority, the Company may if it wishes to do so purchase the share of the said holder of a "C" Share for cash at par; and
- (b) if the said holder has not served written notice on the secretary of the company that he wishes to convert his "C" Share as aforesaid or if the said holder has indicated that he wishes to cease to be a member, the Company shall, having purchased the share of the said holder as described in (a) above, take no further action; or
- (c) if the said holder has indicated that he wishes to become a holder of an "A" Share and has undertaken to appoint a representative to be a director of the board and the board has accepted that undertaking; or if the said holder has indicated that he wishes to become a holder of a "B" Share, the Company shall subject to the board of directors approving the application by a 75 per cent majority forthwith upon receipt of the par value issue to the said holder one "A" Share or as appropriate one "B" Share.

5.6 In all other respects the "A" Shares, the "B" Shares and the "C" Shares shall rank par passu.

5.7 If a member of the Company holding either an "A" Share or a "B" Share or a "C" Share no longer fulfils all of the requirements set out in Article 4(a) and in the case of "A" Shares the additional requirements set out in Article 4(b) then subject to the provisions of the Act and following a resolution of the board of directors of the Company approving such purchase by a 75 per cent majority, the Company may purchase the share of the said member for cash at par.

TRANSFER OF SHARES

6. No share or interest therein shall at any time be sold, transferred, charged, made subject to any option, lien (other than in favour of the Company) or encumbrance or otherwise disposed of by any member or any person entitled thereto. Regulations 23 to 31 inclusive of Table A shall not apply to the Company

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 The following words shall be substituted for the first sentence of Regulation 37 of Table A:

"Subject as provided in the Act the Directors may whenever they think fit convene a General Meeting and General Meetings may also be convened on such requisition, or, in default, may be convened by such requisitions as provided by the Act".

- 7.2 No business shall be transacted at any meeting unless a quorum is present. The quorum for any meeting shall be such number of holders of "A" Shares present in person or by proxy who shall be entitled to exercise at least 75% of the votes capable of exercise at such meeting by all of the holders of "A" Shares and such number of holders of "B" Shares present in person or by representative or by proxy who shall be entitled to exercise at least 75% of the votes capable of exercise at such meeting by all of the holders of the "B" shares. Regulation 40 of Table A shall be amended accordingly.

- 7.3 If within half an hour after the time arranged for the meeting to be held a quorum is not present the meeting shall be dissolved. Regulation 41 of Table A shall not apply to the Company.

- 7.4 Regulation 50 of table A shall not apply to the Company.

DIRECTORS

- 8.1 Unless otherwise determined by the unanimous decision of the holders of "A" shares, the number of directors (other than alternate directors) shall be not more than six in number and shall only be appointed in accordance with article 8.3. Regulations 64 of Table A shall be amended accordingly.
- 8.2 The words "approved by resolutions of the directors and" shall be deleted from Regulation 65 of Table A.
- 8.3 Each holder of an "A" Share shall be entitled to appoint one director of the Company provided that if such holder of an "A" Share ceases to be a holder of an "A" Share in accordance with Article 5.3, any director so appointed shall, ipso facto, thereupon cease to hold office as director and shall have no claim against the Company in respect of such cessation of office. Regulations 73 to 81 of Table A shall not apply to the Company.
- 8.4 The rights to appoint a director under this Article shall carry a corresponding right to remove or replace any such director and all such appointments, removals and replacements of director shall be effected by notice in writing signed by the person so appointing or removing and left at or sent to the registered office. In the case of a body corporate which is a member such notice shall be signed by a director of the body corporate duly authorised on that behalf.

POWERS OF DIRECTORS

- 9.1 Subject to the provisions of the Act, the Memorandum, and the Articles and to any directions given by special resolution of the holders of "A" Shares and "B" Shares 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 Article 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. Regulation 70 of Table A shall be amended accordingly.

9.2 No director shall vacate or be required to vacate his office as a director or by reason of his attaining or having attained the age of 70 or any other age and any director or any person may be re-appointed or appointed, as the case may be, as a director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of appointment of a director at any age and it shall not be necessary to give the members of the company notice of the age of any director or person proposed to be so re-appointed or appointed.

9.3 The office of director shall be vacated if the director:

- (a) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986; or
- (c) becomes a patient within the meaning of the Mental Health Act 1983 (or any modification or re-enactment thereof) and the remaining directors direct by notice in writing to the Company that such office should be vacated; or
- (d) resigns his office by notice in writing to the Company; or
- (e) is sentenced to a term of imprisonment (whether or not suspended) and the remaining directors elect by notice in writing to the Company that such office should be vacated; or

- (f) in accordance with article 8.3 ceases to hold office by reason of the member by whom he was appointed, ceasing to be a holder of an "A" Share. Regulation 81 of Table A shall not apply to the Company.

REMUNERATION OF DIRECTORS

10. The directors shall be entitled to such remuneration as the holders of "A" Shares may by special resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

PROCEEDINGS OF DIRECTORS

- 11.1 Notice of a meeting of the board shall be given to every director whether or not he is present in the United Kingdom provided that notice will only be given to a director whilst he is outside the United Kingdom if he has notified the Company of an address for this purpose. Regulation 88 of Table A shall be amended accordingly.
- 11.2 The chairman of the board shall not have a second or casting vote and Regulation 88 of Table A will be amended accordingly.
- 11.3 The board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that all of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication and all meetings so held shall be valid and effective.
- 11.4 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum. (Regulation 89 shall not apply to the Company)

12. A director may vote in regard to any contract or arrangement in which he or any member by whom he was appointed is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in ascertaining whether there is present a quorum at any meeting at which any such contract or arrangement is considered. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

NOTICES

- 13.1 Notice of every general meeting of the Company should be given to every member of the Company by delivery, first class prepaid post, telex or facsimile (with the original sent by first class, prepaid post) and Regulation 112 of Table A shall not apply to the Company.
- 13.2 There shall be substituted for the last sentence of Regulation 115 of Table A the words "A" notice shall be deemed to be given, if posted by prepaid first class mail, upon the expiration of 7 days from when the envelope containing the same was posted by first class prepaid post if sent to an address within the United Kingdom and upon the expiration of 14 days from when the envelope containing the same was posted by first class prepaid post is sent to an address outside the United Kingdom and is sent by facsimile, within 24 hours from the time of transmission thereof.

WINDING UP

14. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Act, divide among the members in specie or in kind the whole or any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 110

of the Insolvency Act 1986. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidator among the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY

15. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, executive director, managing director, manager, secretary or other officer or auditor of the Company shall be indemnified out of the assets of the company against all liability or losses incurred by him in or about the execution and discharge of the duties of his office including but without limitation 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.