

Number of Company: 2467253

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

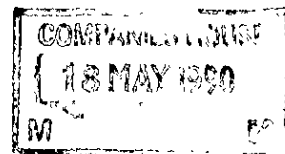
THE JACOB'S BAKERY PENSION TRUSTEE LIMITED

SPECIAL RESOLUTION

Passed on 16th May 1990

THAT Clause 3 of the existing Memorandum and the Articles in their entirety should be deleted and replaced by the Clause and Articles respectively in the form annexed hereto and signed by the chairman of the meeting for the purpose of identification.

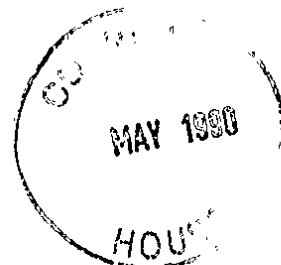
...F. N. Coffey...
Chairman



F.N. Coffey

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

- (1) To undertake and discharge the office of trustee of any superannuation scheme, pension fund, widows, widowers' and orphans' scheme, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory now or at any time hereafter established or carried on solely or primarily for the benefit of employees or any person, firm or company, or for the spouses, widows, widowers, children, dependants or connections of any such employees or to act as attorneys, nominees, agents or trustees for the trustees of any such fund, scheme, trust, club or association as aforesaid in particular, (but without limitation to the foregoing) to be the trustee or one of the trustees of The Jacob's Bakery Retirement Scheme ("the Scheme") and to hold any property, securities or investments as such trustee or as nominee of any such trustee as aforesaid and deal with the same accordingly.
- (2) To undertake and carry on the office or offices and duties of trustee, trust corporation, executor, administrator, liquidator, receiver, secretary, treasurer, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal or other body, politic or corporate.
- (3) To act and perform and to carry out all the duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships for the time being held by or vested in the Company.



- (4) To accept and undertake any appointment whether as nominee or trustee or as manager of a trust, either gratuitously or upon such terms as may from time to time be laid down or agreed upon.
- (5) To carry on the trade or business of providing clerical and administrative services.
- (6) To acquire and hold bonds, debentures, debenture stock, notes, obligations, scrip, shares or stock issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, obligations or securities of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad and to effect with any insurance company or insurance office insurance contracts of any kind whatsoever.
- (7) To acquire any such bonds, debentures, debenture stock, funds, loans, notes, obligations or securities, scrip, shares or stock by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (8) To purchase, take on lease or exchange, or otherwise acquire, land or buildings and to develop and turn to account the same in any manner and to

advance money to or enter into contracts and arrangements of all kinds with builders, tenants and others.

- (9) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (10) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person, firm or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (11) To lend money (with or without charging interest thereon) or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of the members.
- (12) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (13) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company upon such terms and conditions and for such consideration as may be thought fit.
- (14) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's

property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

- (15) To guarantee the performance of any obligation by any person whatsoever.
- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (17) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

F. N. Coffey

- ..(19) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company.

- (20) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, widowers, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (21) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards

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satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation (even if valued at less than the nominal value of such securities) or for any other purpose.

- (22) To procure the Company to be registered or recognised in any part of the world.
- (23) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit.
- (24) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (25) To distribute among the Members of the Company in kind any assets for the time being of the Company and to stipulate for and obtain for the Members or any of them, any property, rights, privileges or options.
- (26) To acquire by surrender or otherwise the whole or any part of the interest of any Member of the Company therein.
- (27) To assign to any Member or class of Members any preferential, special or qualified rights or privileges over, or as compared with, any other Member as regards participation in profits or assets, and as regards voting, and as regards winding up or otherwise howsoever.

F. McCaffrey

- (28) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in this clause:

- (a) unless the context otherwise requires, words in the singular include the plural and vice versa;
- (b) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
- (c) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
- (d) the words "subsidiary" (except in paragraph (e) below) and "holding company" have the same meaning as in section 736 of the Companies Act 1985 or any statutory modification or re-enactment of it;
- (e) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

F.N. Coffey

2467253

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

The Jacob's Bakery Pension Trustee Limited

As amended by Special Resolution passed on 16th May 1990

1. The name of the Company is "The Jacob's Bakery Pension Trustee Limited"
2. The registered office of the the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - (1) To undertake and discharge the office of trustee of any superannuation scheme, pension fund, widows, widowers' and orphans' scheme, provident or pension scheme or other fund, scheme, trust, club or association and whether contributory or non-contributory now or at any time hereafter established or

* The name of the Company was changed to The Jacob's Bakery Pension Trustee Limited by special resolution passed on 4th May 1990.

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carried on solely or primarily for the benefit of employees or any person, firm or company, or for the spouses, widows, widowers, children, dependants or connections of any such employees or to act as attorneys, nominees, agents or trustees for the trustees of any such fund, scheme, trust, club or association as aforesaid in particular, (but without limitation to the foregoing) to be the trustee or one of the trustees of The Jacob's Bakery Retirement Scheme ("the Scheme") and to hold any property, securities or investments as such trustee or as nominee of any such trustee as aforesaid and deal with the same accordingly.

- (2) To undertake and carry on the office or offices and duties of trustee, trust corporation, executor, administrator, liquidator, receiver, secretary, treasurer, committee, attorney or nominee of or for any person, company, corporation, association, government, state, municipal or other body, politic or corporate.
- (3) To act and perform and to carry out all the duties and to exercise all the powers, authorities and discretions of or incidental to or arising out of all trusteeships for the time being held by or vested in the Company.
- (4) To accept and undertake any appointment whether as nominee or trustee or as manager of a trust, either gratuitously or upon such terms as may from time to time be laid down or agreed upon.
- (5) To carry on the trade or business of providing clerical and administrative services.
- (6) To acquire and hold bonds, debentures, debenture stock, notes, obligations, scrip, shares or stock issued or guaranteed by any company constituted or carrying on business in any part of the world, and funds, loans, obligations or securities of or issued or guaranteed by any

government, state or dominion, public body or authority, supreme, municipal, local or otherwise whether at home or abroad and to effect with any insurance company or insurance office insurance contracts of any kind whatsoever.

- (7) To acquire any such bonds, debentures, debenture stock, funds, loans, notes, obligations or securities, scrip, shares or stock by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (8) To purchase, take on lease or exchange, or otherwise acquire, land or buildings and to develop and turn to account the same in any manner and to advance money to or enter into contracts and arrangements of all kinds with builders, tenants and others.
- (9) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (10) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person, firm or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (11) To lend money (with or without charging interest thereon) or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to

further any of the objects of the Company or the interests of the members.

- (12) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
- (13) To acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities, of any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company upon such terms and conditions and for such consideration as may be thought fit.
- (14) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (15) To guarantee the performance of any obligation by any person whatsoever.
- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (17) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the

Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (19) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company.
- (20) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, widowers, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as

aforesaid, or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (21) To issue, allot and grant options over securities of the Company for cash or otherwise or in payment or part payment for any real or personal property or rights therein purchased or otherwise acquired by the Company or any services rendered to, or at the request of, or for the benefit of, the Company or as security for, or indemnity for, or towards satisfaction of, any liability or obligation undertaken or agreed to be undertaken by or for the benefit of the Company, or in consideration of any obligation (even if valued at less than the nominal value of such securities) or for any other purpose.
- (22) To procure the Company to be registered or recognised in any part of the world.
- (23) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit.
- (24) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (25) To distribute among the Members of the Company in kind any

assets for the time being of the Company and to stipulate for and obtain for the Members or any of them, any property, rights, privileges or options.

- (26) To acquire by surrender or otherwise the whole or any part of the interest of any Member of the Company therein.
- (27) To assign to any Member or class of Members any preferential, special or qualified rights or privileges over, or as compared with, any other Member as regards participation in profits or assets, and as regards voting, and as regards winding up or otherwise howsoever.
- (28) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (29) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in this clause:

- (a) unless the context otherwise requires, words in the singular include the plural and vice versa;
- (b) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
- (c) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
- (d) the words "subsidiary" (except in paragraph (e) below) and "holding company" have the same meaning as in section 736

of the Companies Act 1985 or any statutory modification or re-enactment of it;

- (e) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.
- 4. The liability of the Members is limited.
 - 5. The share capital of the Company is £100, divided into one hundred shares of £1 each.

Tona McCafferty

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

The Jacob's Bakery Pension Trustee Limited

As substituted by Special Resolution passed on 16th May 1990

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles. Regulation 1 shall so apply as if references to "these regulations" included references to "these articles". Accordingly in these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 42, 64, 65, 73, 74-80 (inclusive) 84, 88-91 (inclusive) and 94-97 (inclusive) in Table A shall not apply to the Company.
3. In these Regulations : -

"Principal Employer" means The Jacob's Bakery Limited or any body which succeeds it as Principal Employer of the Scheme under Clause 13 of the Scheme;



"the Scheme" means The Jacob's Bakery Retirement Scheme established or to be established by deed by the Principal Employer

4. (A) Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be six, three of whom shall be Employer Directors and three of whom shall be Employee Directors. The Principal Employer shall make nominations for appointment to the Board of Directors of both the Employer Directors and the Employee Directors in writing either under its Seal or signed by one of its Directors and the Principal Employer shall serve the same on the Company.
- (B) Neither an Employer Director nor an Employee Director need be a member of the Company.
- (C) The Principal Employer may so long as it shall be a member of the Company at any time and from time to time remove from office any director (whether an Employer Director or an Employee Director) for the time being. Notice of any removal under the provisions of this Article shall be in writing served on the Company and either under the Seal of the Principal Employer or signed on behalf of the Principal Employer by a Director of the Principal Employer. On such removal a new Director shall be appointed in accordance with Article 4(A) so that there are always three Employer Directors and three Employee Directors.
5. Subject to the provisions of these articles the Company may allot any equity securities (as defined in section 94(2) of the Act) as if section 89(1) of the Act did not apply to the allotment and references in these articles to the allotment of equity securities include references to the grant of a right to subscribe for or to convert any securities into relevant shares (as defined in section 94(5) of the Act) in the Company.
6. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share whether or not fully paid.

7. The Principal Employer for the time being of the Scheme may at any time and from time to time appoint any person who is willing to act to be a director either to fill a vacancy or as an addition to the existing directors and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the said Trustees and shall take effect on lodgment at the office PROVIDED THAT the said Principal Employer shall use its best endeavours within six months of 6th June 1990 to appoint three "Employer Directors" and three "Member Directors" and to maintain the number of Employer Directors and Member Directors at the level of three each at all times thereafter.
8. The removal of a director under article 7 shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
9. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
10. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
11. Subject to the Act, 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 regulations prohibiting a director from voting at a meeting of directors or of a committee of directors, and may ratify any transaction not duly authorised by reason of a contravention of any such provision.
12. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant

- or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the directors: Provided that any provision of the Act or of these regulations requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the Secretary.
13. At a general meeting of the Company the chairman, if any, of the board of directors or in his absence some other director nominated by the Employer Directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting, the Employer 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 provided that he is an Employer Director.
 14. The number of directors (other than alternate directors) shall be six, three Employer Directors and three Employee Directors, but not less than two in total, save that in the period within six months of 6th June 1990, the Principal Employer may determine that the number of directors shall be less than six, and there shall be no obligation on the Principal Employer to designate directors as Employer or Employee Directors during that period.
 15. Any director (other than an alternate director) may, with the consent of the Principal Employer, appoint any other person to be an alternate director and may remove from office an alternate director so appointed by him.
 16. Where any of the directors' powers are delegated to a committee pursuant to Regulation 72, such committee shall, in a case where there is more than one director on the committee, comprise equal numbers of Employer Directors and Employee Directors, and the chairman of such committee shall be an Employer Director, elected by the committee, or if the committee fails for any reason to elect an Employer Director chairman, the chairman shall be appointed by the Principal Employer and the chairman shall have a casting vote in the case of equality of

- votes. In the case where such committee comprises one director only, that director shall be an Employer Director.
17. Subject to the articles, the directors may regulate their proceedings as they think fit. Any three directors may, and the secretary at the request of any three directors shall, call a meeting of the directors. 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. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
 18. The quorum for the transaction of the business of the directors shall be two, being either one Employer Director and one Employee Director, or two Employer Directors. A person who holds office only as an alternate shall, if his appointor is not present, be counted in the quorum.
 19. The Principal Employer shall be entitled to appoint one of the Employer Directors to be the chairman of the board of directors and another of the Employer Directors to be the deputy chairman of the board of directors and may at any time remove either or both of them from that office. Unless he is unwilling to do so, the said chairman or, in his absence the said deputy chairman shall preside at every meeting of the directors at which he is present but if there is no director holding such office or offices, or if the director or directors holding such office or offices is or are unwilling to preside or is or are not present within five minutes after the time appointed for the meeting, the Employer Directors present may appoint one of their number to be chairman of the meeting.
 20. Subject to the provision of the Act, the secretary shall be appointed by the Principal Employer for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by the Principal Employer.
 21. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of

F. N. Cafferty

directors is less than the number fixed as the quorum, the continuing directors or director may, after having given 28 days' notice to the Principal Employer of such vacancy, may, if the Principal Employer has at the end of 28 days failed to appoint a sufficient number of directors to form a quorum, appoint such number of directors as will constitute a quorum, and any director so appointed will be deemed, solely for the purpose of obtaining a quorum, to be an Employer Director.

22. Regulation 81(e) shall be amended by deletion of the words "without the permission of the directors" and the substitution of the words "without the permission of the Principal Employer" in their place.