

The Companies Acts 1985 to 1989

Private Company Limited by Shares

NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution on 31st December 2006)
of
Boyer Planning Limited

Incorporated on 8th August 1990

THURSDAY



A23 *AJB6HLX9* 04/01/2007 684
COMPANIES HOUSE

Interpretation

1. In these Articles, if not inconsistent with the subject or context the following expressions shall have the following meanings:

“Act” means the Companies Acts 1985 to 1989 as amended or re-enacted from time to time

“Table A” means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended at the date of adoption of these articles.

Table A

2. The regulations contained in Table A apply to the Company except insofar as they are excluded by or are inconsistent with these Articles.

3. Regulations 24, 73 to 81 inclusive, 94 and 95 of Table A do not apply to the Company.

Share Capital

4. The provisions of section 89(1) of the Act do not apply to the Company.

5. Subject to the provisions of the Act, the Company may purchase any of its own shares.

6. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

Proceedings at general meetings

7. In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A.

8. In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A.

9. A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

Powers and duties of directors

10. Subject to the provisions of the Act, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested. He may hold, and be remunerated in respect of, any office or place of profit under the Company or any such other company (other than the office of auditor of the Company or any of its subsidiaries). Notwithstanding his interest, a director may vote on any matter in which he is interested and be included for the purpose of a quorum at the meeting at which it is considered. He may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.

Appointment and disqualification of directors

11. A member or members holding more than one half of the issued ordinary shares of the Company may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and to remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director and shall take effect when the notice is delivered to the registered office of the Company.

12. A director is not required to hold any qualification shares in the Company.

13. The office of a director is vacated:

- (i) if by notice in writing to the Company he resigns his office of director;
- (ii) if he is for more than six months absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during that period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a director by an order made under any provision of the Act;

- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under article 11.

14. A director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

Proceedings of directors

15. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner is deemed to constitute presence in person at the meeting.

Single Member Company

16. If and so long as the Company has a sole member the following provisions shall apply:-

- (a) One person entitled to vote upon business to be transacted being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum and a proxy shall be entitled to vote on a show of hands; and regulation 54 of Table A shall be modified accordingly.
- (b) Regulations 40 and 41 of Table A shall not apply to the Company.