

# 16 - 07 - 98

Company Number 2786679

The Companies Act 1985

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**SPECIAL RESOLUTIONS**

of

**McLEAN HOMES MIDLAND LIMITED**

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Passed on 17th July 1997

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Crestwood House, Birches Rise, Willenhall, West Midlands WV13 2DD on 17<sup>th</sup> July 1997, the following Resolutions were passed as Special Resolutions of the Company:

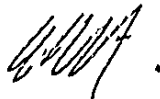
1. **Memorandum of Association**

That the provisions of the Memorandum of Association of the Company be altered by deleting the existing clause 3 thereof and substituting therefor a new clause in the form set out in the document marked 'A', submitted to this meeting and for the purpose of identification signed by the Chairman thereof.

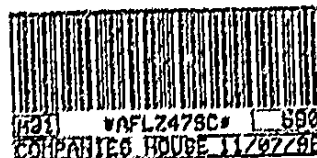
2. **Articles of Association**

That the regulations contained in the document marked 'B', submitted to this meeting, and for the purpose of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

Certified a true copy



Secretary



Dated this 4<sup>th</sup> day of July 1997

16 - 07 - 98

A

THE COMPANIES ACTS 1985 and 1989

No. 2786679

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM

(Altered by Special Resolution 17<sup>th</sup> July 1997)

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution on 17<sup>th</sup> July 1997)

OF

MCLEAN HOMES MIDLAND LIMITED

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Incorporated the 29<sup>th</sup> day of January 1993

*K. M. E. S. L.*



The Companies Acts 1985 & 1989

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

McLEAN HOMES MIDLAND LIMITED

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1. The name of the Company is McLEAN HOMES MIDLAND LIMITED
2. The registered office of the Company will be situate in Crestwood House, Birches Rise, Willenhall, West Midlands WV13 2DD.
3. The objects for which the Company is established are:
  1. To carry on the business of purchasing, developing, marketing, selling, leasing, licensing, disposing and otherwise dealing in land (and any estate or interest in land), houses, flats, apartments, maisonettes and other buildings whether in the United Kingdom or overseas and to purchase or lease for investment, development or resale any domestic, commercial, industrial or any other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or domestic, commercial, industrial or any other property or any interest or estate therein and generally to turn to account land and buildings of all and every description.
  2. To carry on business as house, land and estate agents, and to manage land, buildings and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income arising therefrom.
  3. To build, erect, prepare, survey, lay out, construct, demolish, reconstruct, alter, improve, develop, furnish and maintain

domestic, commercial and industrial buildings and any other property acquired by or belonging to the Company or in which the Company is or may be interested, and to consolidate, connect and sub-divide all or any such properties in such manner as the Board of Directors may think fit.

4. To provide advisory, consultancy, management, technical and professional services to any person, firm or company in relation to any domestic, commercial or industrial property or any interest therein.
5. To carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents.
6. To manufacture, develop, process, refine, repair, purchase or sell, export, import, deal in or let on hire all kinds of goods, substances and other articles which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require.
7. To carry on any other activity whatsoever and do anything of any nature which may seem to the Board of Directors capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Board of Directors calculated directly or indirectly to benefit the Company or otherwise advance the interests of the Company or any of its members;
8. To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or in any other industry ancillary thereto or in any business which can conveniently be carried on in connection therewith.
9. To purchase, take on lease or licence or in exchange, or apply for or hire, or renew, or otherwise acquire and hold for any estate or interest, and to traffic in, sell, let, grant licences, easements, options and other rights over or otherwise deal with or dispose of in whole or in part, any lands, buildings, machinery, plant, rights, privileges, concessions, patents, patent rights, secret processes, licences, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render

any consideration and to construct, equip, alter and maintain any buildings, works and machinery or other property necessary or convenient for the Company's business and in each case for any consideration which may be thought fit including in particular but without detracting from the generality of the foregoing; for any securities or for a share of profit or a royalty or other periodical or deferred payment.

10. To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
11. To enter into and perform and carry into effect any arrangement with any other person, association of persons, firm, company, body, government or local or municipal authority in any part of the world which is required for the performance of or which is ancillary or supplemental to the carrying out of the above businesses or any of them and in addition the Company shall be empowered to accept payment for any goods sold or services rendered or performed by the Company either in cash or in kind or partly in one way and partly in another or in such other manner as the Company may deem expedient.
12. To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchise and concessions and to carry out, exercise and comply with the same.
13. To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgaging and charging all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or of any subsidiary or associated company or by the creation and issue on such terms as may be thought expedient of securities of any description or by more than one or by all of these methods or by any other method.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, shipping documents, (whether negotiable, transferable or otherwise) and to buy, sell and deal in foreign currencies.
15. To apply for an take out, purchase or otherwise acquire, sell, licence, transfer, deal or trade in any way in trade marks, names, service marks, designs, patents, patent rights, inventions, secret processes, know-how and information and any form of

intellectual property and to carry on the business of an inventor, designer or research organisation.

16. To grant remuneration, pensions, allowances, gratuities, bonuses and any other benefits to existing or former employees and officers (including Directors) of the Company or of any company in which the Company (directly or through other companies) holds shares or of any predecessor in business of the Company or of its holding company, or to their dependants or relations or other persons connected to them, and to make payments towards insurance for any such person, and to establish, maintain or support trusts, funds or schemes (whether contributory or non-contributory) for any such purposes or any other institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such persons; and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants.
17. To organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies, corporations, syndicates, partnerships, associations and firms of all kinds and to underwrite or guarantee the subscription of shares, stocks, debentures, debenture stock, bonds, loans, obligations, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.
18. To establish or promote or assist in establishing or promoting any company, companies, corporations or associations in any part of the world and to acquire, hold or dispose of the whole or any part of the shares therein or other securities or interests thereof for the purpose of carrying on any business which the Company is authorised to carry on or for any other purpose which may seem directly or indirectly calculated to benefit the Company and or interests to guarantee the payments of the dividends, interest or capital arising in connection with any shares or securities of such a company; to promote the beneficial co-operation of any such corporations, companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon.
19. To co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or

incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed.

20. To amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the company).
21. To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company.
22. To enter into partnership or any other arrangements of any form whatsoever for sharing profits or joint venture or co-operation with any person, firm or company carrying on, engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company.
23. To invest and deal with moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem to the Board of Directors directly or indirectly to benefit the Company and to hold, sell or otherwise deal with investment or currencies or other financial assets and to carry on the business of an investment company and to vary the investments and holdings of the company as may from time to time be deemed desirable.
24. To lend money, make advances and otherwise give credit to any person, firm or company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company and to guarantee the obligations and contracts of such a person, firm or company or otherwise to invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time seem to the Board of Directors to be calculated directly or indirectly to benefit the Company.
25. To guarantee, grant indemnities in respect of, support or secure, improve or enhance, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by more than one or by all of such methods or by any other method, the performance of the contracts or obligations and the repayment or payment of the principal and premium of

and interest and dividends on any securities or obligations of any person, firm or company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein (including in particular but without detracting from the generality of the foregoing any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company).

26. To act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor or administrator.
27. To procure the Company to be registered or recognised in any country or place in any part of the world.
28. To compensate for loss of office any Director or other officer of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged.
29. To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and the issue of the capital of the Company and any such other company or individual party or incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid.
30. To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company or any subsidiary of it or company associated with it or in which it is or may be interested and to effect re-insurance or counter-insurance.
31. To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees



or auditors of the Company, or of any other company which is its holding company or which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.

32. To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
33. To remunerate or compensate in any form any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business; to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust, or business promoters or managers and of underwriters or dealers in securities, and to act as director of, and as secretary, treasurer, manager, registrar or transfer agent for, any other company and to keep any register to undertake any registration duties, whether in relation to securities or otherwise.
34. To pay for any property or rights acquired by, or for any services rendered to, the Company or as security for any obligation or amount of either in cash or by the issue and allotment securities of the company fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

35. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, or for any services rendered by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company, or by the grant of any rights or options, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
36. To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any trust, association, institution or fund whether connected with any particular trade or business, or with trade or commerce generally or not, or whether in the interests of the Company generally, or for the benefit of any employees or officers (including Directors) at any time of the Company or their families.
37. To give any employee or officers (including Directors) of the Company a share or interest in the profits of the Company's business or part thereof and for that purpose to enter into any arrangement that the Directors might think fit.
38. To contribute by donation, subscription, guarantee or otherwise to any public, general, charitable or useful object whatever.
39. To provide technical, cultural, artistic, educational, entertainment or business material, facilities, information or services and to carry on any business involving any such provision.
40. To carry out research and development of all kinds and expend money thereon in furtherance of any of the above objects.
41. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
42. To cease carrying on or wind-up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
43. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or

through agents, sub-contractors, trustees, subsidiaries or otherwise.

44. To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared

- (i) that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall except if at all where otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample 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;
  - (ii) the word "company" shall (except where referring to this Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
  - (iii) "associated companies" shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
  - (iv) "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
  - (v) "holding company", "subsidiary" and "subsidiary undertaking" shall have the same meaning as in the Companies Act 1985;
  - (vi) "and" and "or" shall mean "and/or"; and
  - (vii) "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
4. The liability of the Members is limited.
5. The capital of the Company is £2.00 divided into 2 shares of £1 each.

# 16 - 07 - 98

I, the person whose name and address is subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

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Name, Address and Description of Subscriber	Number of Shares taken by Subscriber
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Claire Patricia Bannister 74 Compton Road Pedmore Stourbridge West Midlands DY9 0TH	One
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Solicitor

Dawn Emma Oliver 24 Gardners Walk Upton-upon-Severn Worcestershire WR8 0LL	One
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Solicitor

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Dated this 29th day of January, 1993

Witness to the above Signatures

Jacqueline Betty Corcoran  
58 Woodfield Crescent  
Kidderminster  
Worcestershire  
DY11 0TU

Trainee Solicitor

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THE COMPANIES ACTS 1985 & 1989

Company No. 2786679

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF

McLEAN HOMES MIDLAND LIMITED

Incorporated the 29th day of January 1993



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The Companies Acts 1985 & 1989

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Private Company Limited By Shares

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No. 2786679

## ARTICLES OF ASSOCIATION

OF

MCLEAN HOMES MIDLAND LIMITED

1. In these Articles:

"The Act" means the Companies Act 1985 and 1989 as amended by any statutory instruments made thereunder for the time being in force;

Table "A" means Table A in the schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985;

"Statutes" means every statute (including any statutory instrument, order, Regulation or subordinate legislation made under it for the time being in force concerning companies and affecting the company;

"The Articles" these articles of association as originally adopted or as altered from time to time;

2. The Regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions hereinafter contained.
3. The company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures is prohibited.
4. Regulations 3, 23, 24, 73 to 80 inclusive and 118 of Table A shall not apply to the Company.
5. Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

## Share Capital

6. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons including any Director on such terms and at such times as they think fit, provided that no shares shall be issued at a discount.
7. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 6 shall be the nominal amount of unissued share capital at the date of incorporation of the Company or such other amount as shall be authorised by the Company in General Meeting.
8. The authority conferred on the Directors by Articles 6 and 7 shall remain in force for a period of five years from the date of incorporation of the Company and thereafter provided this authority is renewed from time to time by the Company in General Meeting in accordance with Section 80 of the Act.
9. Any share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
10. In accordance with section 91 (1) of the Act the provisions of sections 89 (1) and 90 (1) to (6) (inclusive) of the Act shall not apply to the share capital of the Company (present and future).
11. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption pursuant to Article 6 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.

## Lien

12. In Regulation 2 of Table A the words "(not being a fully paid share)" shall be omitted.

## Transfer of Shares

13. Regulation 23 of Table A shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

14. Regulation 24 of Table A shall not apply to the Company. 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.

## Proceedings at General Meeting

15. The Company in General Meeting may at any time and from time to time, upon the recommendation of the Directors, resolve that any profits made on the realisation of investments or other capital assets or any other undistributed profits of a capital nature or any investments or assets representing such profits be divided among the Members on the basis that they receive them as capital.
16. In any resolution in writing pursuant to Regulation 53 of Table A writing shall be deemed to include letter, telex, cable, electronic mail, facsimile and other methods of reproducing or communicating writing in visible form. If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

## Procedure if a single member company

17. If the membership of the Company falls to one member, or having had one member, increases to more than one member on appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352 A of the Act.
18. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
19. If and for so long as the Company has only one member and that member is a Director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the Company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the Directors following the making of that contract.
20. Members (or their proxies or representatives) participating in the manner described in this article shall be deemed to be present in person and to be holding a meeting.



21. A member (or his proxy or representative) may participate in a meeting of the Company by means of a conference telephone or similar communicating equipment whereby all members (or their proxies or representatives) participating can hear each other. Resolutions in general meeting may be made through participation and voting by such means even though none or only some of the members (or their proxies or representatives) are physically present with each other.

## Directors

22. Regulation 82 of Table A shall be amended by the addition of the words "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally except that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office.
23. Any Director who at the request of the Board performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary commission or participation in profits or partly in one way and partly in another as the Directors may determine.

## Powers and Duties of Directors

24. The Directors may establish any local boards or agencies for managing any of the affairs of the Company either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretion vested in the Directors with power to sub-delegate and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit. The Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
25. Any kind of business which the Company is, within its Memorandum of Association, either expressly or by implication, authorised to undertake may be undertaken by the Directors, at such time or times as they shall think fit, and further may be permitted by them to be in abeyance, whether such kind of business may have been actually commenced or not, so long as the Directors may consider it expedient not to commence or proceed with the same.
26. A Director of the Company may be or become a Director or other officer of any other company, including any company promoted by the Company or in

which the Company is or may be or become interested as a vendor, shareholder or otherwise, and may subscribe for, guarantee the subscription of or otherwise acquire shares in or securities of any such other company, and, provided that the Directors agree, no such Director shall be accountable for any remuneration, salary or other benefit or profit received as Director or officer of, or from his interest in, such other company. The Directors may also exercise the voting power conferred by the shares in any such other company in such manner in all respects as they think fit, including voting in favour of any resolution appointing the Directors or any or all of them as Directors or officers of such other company or voting or providing for the payment of remuneration to the Directors or officers of such other company.

27. A Director who holds or has held any other office or place of profit under the Company may participate in any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees. The remuneration payable in respect of any such other office or place of profit may, subject to the approval of the Company in General Meeting in any case where such approval is required by law, include the payment to him or his widow or dependants of a pension or other benefits on or after retirement from such other office apart from or in addition to the benefits provided by any such scheme and such pension or other benefits may be paid notwithstanding that on retirement from such other office or place of profit the Director remains a Director.

#### Alternate Directors

28. Any Director (other than an alternate Director) may at any time appoint any person (or more than one jointly or severally) to be an alternate Director of the Company to represent such Director and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director who he represents, be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these articles with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Directors and in the absence of the Director whom he represents to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director an alternate Director shall have one vote for every Director he represents in addition to his own if himself a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

#### Removal and Appointment of Directors

29. A Director shall be appointed by resolution approved by a majority of shareholders in general meeting or by resolution of the Directors. There shall be no age limit for the Directors of the Company.
30. Regulation 81 of Table A shall be amended by substituting for paragraph (c) thereof the following provision:

"(c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as a Director;"

and by adding the following provision as paragraph (f)

"(f) his resignation is requested by all other Directors by notice in writing delivered to the Registered Office or tendered at a meeting of the Directors and for this purpose like notices each signed by a Director shall be as effective as a single notice signed by a number of Directors".
31. The Directors shall not be subject to retirement by rotation. Regulations 73 to 80 inclusive of Table A shall not apply to the Company.

## Proceedings of Directors' Meetings

32. Provided that if within half an hour from the time appointed for a meeting of Directors a quorum is not present the meeting shall stand adjourned for fourteen days at the same time and place or to such other day and at such other time and place as all the Directors may determine and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the Directors or Director present shall be a quorum.
33. In any resolution in writing pursuant to Regulation 93 of Table A writing shall be deemed to include letter, telex, cable, electronic mail, facsimile and other methods of reproducing or communicating writing in visible form.
34. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is.
35. The following sentence shall be added to Regulation 72 of Table A: "Any committee 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."

36. The remuneration of a Managing Director appointed by the Directors in accordance with Regulation 84 of Table A may be by way of salary, commission, bonus, participation in profits, or otherwise or partly in one way and partly in another, as the Directors may determine.
37. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company shall not imply that the holder thereof is a Director of the Company nor as a Director of the Company be deemed to be a Director for any of those purposes.
38. The Company may by ordinary resolution appoint a person who is willing to act as a Director either to fill a vacancy or as an additional Director.
39. \* and so long as the minimum number of Directors specified under these Articles is one, a sole Director may exercise all the powers conferred on the Directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole Director, Regulations 88 to 90 of table A shall not apply to the Company and article 37 shall have no effect.

## Secretary

40. The Directors shall appoint a Secretary and may also appoint an Assistant Secretary and temporary substitutes for the Secretary. Any such Assistant Secretary or temporary substitutes shall for the purpose of these Articles be deemed to be and may fulfil the duty of the Secretary subject to any limitation prescribed by the Directors.

## Authentication of Documents

41. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Registered Office, the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

Official Seal

- 42. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- 43. Where the Statutes so permit, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.
- 44. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use therefore as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal aforesaid.

Indemnity

- 45. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Secretary, Auditor or other officer of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the actual or purported exercise of his powers or execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court, or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

46. The Directors shall have power to purchase and maintain for any Director, Secretary, Auditor or other officer of the company insurance against any such liability as is referred to in Section 310(1) of the Act.

## Notices

47. Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of table A shall be amended accordingly.

*Korach*