

**THE FORUM CLUB LIMITED (the "Company")**

**WRITTEN MEMBER'S RESOLUTION**

**PURSUANT TO**

**SECTION 381A OF THE COMPANIES ACT 1985**

Pursuant to section 381A of the Companies Act 1985 I, the undersigned, being the representative of the only member of the Company entitled at the date hereof to attend and vote at general meetings of the Company at which the following resolutions are proposed **hereby agree and confirm** that the following special resolutions shall for all purposes have effect as if they had been passed by the Company in general meeting Accordingly I **hereby resolve** as follows

**SPECIAL RESOLUTIONS**

- 1 **THAT** the articles of association of the Company be amended by the insertion of a new article as article 6 as follows

**"6 Registration of shares**

Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by any bank or institution (including The Governor and Company of the Bank of Scotland) to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

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- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer or such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

- 2     **THAT** the articles of association accompanying this resolution and for the purposes of identification marked 'A' be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

A handwritten signature in black ink, consisting of a stylized 'M' followed by a long horizontal stroke that curves upwards at the end.

18.10.07

For and on behalf of  
Mean Fiddler Holdings Limited

Dated

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The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**

of

**THE FORUM CLUB LIMITED**

(Adopted on 18.10.2007)

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PRELIMINARY

- 1 (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company
- (b) Regulations 8, 24, 64, 76, 77 and 113 of Table A shall not apply to the Company
- 2 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public

SHARES

- 3 (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as, the Directors think proper
- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its Incorporation. The said authority will expire on that date which is the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80 or Section 80A of the Act
- (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such

authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority

- 4 (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided
- (b) By virtue of Section 91 (1) of the Companies Act 1985, Sections 89 (1) and 90 (1) to 90 (6) inclusive of that Act shall not apply to the Company

#### LIEN

- 5 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon

#### REGISTRATION OF SHARES

- 6 Notwithstanding anything contained in these Articles
- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by any bank or institution (including The Governor and Company of the Bank of Scotland) to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank of institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer or such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

### MEETINGS

- 7 In accordance with Section 372 (3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company
- 8 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved

### DIRECTORS

- 9 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly
- 10 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless
  - (i) he is recommended by the Directors, or
  - (ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected

- 11 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company
- 12 The Company shall not be subject to Section 293 of the Companies Act 1985  
Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age