

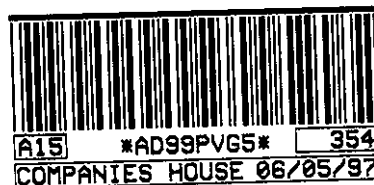
**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**BUPA CONSTRUCTION SERVICES LIMITED**  
(Company Number 2966483)



Reprinted by BUPA's Legal Department  
April 1997

THE COMPANIES ACT 1985-1989

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

BUPA CONSTRUCTION SERVICES LIMITED

(Altered by Special Resolutions dated the 12th September 1994,  
24th August 1995, 19th December 1996, and 23rd April 1997)

1. The Company's name is "BUPA Construction Services Limited".
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:
  - a(i) To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, property redevelopment, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders and general contractors plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances and general building materials, requisites and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, French polishers, electrical, gas, hot water, heating, mechanical, motor and general engineers, hardware merchants and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing

businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

a(ii) To carry on all or any of the businesses of producing, distributing and selling energy of all sorts, of purchasing, selling and distributing water, providing ancillary water services and general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

a(iii) To carry on all or any of the businesses of a general and commercial leasing company, hirers, letters on hire, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, and dealers in all products, articles, goods and equipment of every description, general merchants and traders, cash and credit traders, manufacturer's agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds, and to purchase or

otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings, as may be thought desirable.

a(iv) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debentures stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights, and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, 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 effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds,

obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on

business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any

other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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.

4. The Liability of the Members is limited.

5. The Company's share capital is 18,301,650 divided into 799 10% Cumulative Preference Shares, 751 "A" Ordinary shares and 18,300,100 Ordinary shares.



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

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| Names and addresses of Subscribers | Number of shares taken<br>by each Subscriber |
|------------------------------------|--|
|------------------------------------|--|

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|  |       |
|--|-------|
| 1. For and on behalf of<br>Instant Companies Limited<br>1 Mitchell Lane<br>Bristol BS1 6BU | - One |
|--|-------|

|   |       |
|---|-------|
| 2. For and on behalf of<br>Swift Incorporations Limited<br>1 Mitchell Lane<br>Bristol BS1 6BU | - One |
|---|-------|

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|                    |       |
|--------------------|-------|
| Total shares taken | - Two |
|--------------------|-------|

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Dated this 2nd day of August, 1994.

Witness to the above Signatures:- Mark Anderson  
1 Mitchell Lane  
Bristol BS1 6BU

COMPANIES ACT 1985  
(as amended)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MAINREVIEW LIMITED

(As adopted by Special Resolution passed on the 24th day of August 1995)

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985 (the "Act"), as in force at the date of adoption of these articles ("Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulation 64; regulations 65 to 69 inclusive; regulations 72 to 80 inclusive; regulation 84; the last sentence of regulations 88 and 89 respectively; regulations 90 and 91; the semicolon and the words, "; but a resolution ..... in that capacity" in regulation 93; regulations 94 to 98 inclusive; and regulation 117.

SHARES

3. (1) The share capital of the Company at the date of adoption of these articles is £2,550\* divided into 799 10% Cumulative Preference Shares, (hereinafter called the "Preference Shares"), 751 "A" Ordinary Shares, and 1,000 Ordinary Shares. Each of the Preference Shares, the "A" Ordinary Shares and the Ordinary Shares shall as separate classes have the rights and be subject to the restrictions set out in these Articles.
- (2) The rights attached to the various classes of Shares shall be as follows:-
  - (a) As to dividend
    - (i) The Preference Shares
      - (A) The holders of the Preference Shares shall have the right to be paid out of the profits of the Company for the time being available for distribution and resolved to be distributed in respect of each financial year (as defined in section 223 of the Act) or other accounting period of the Company a fixed cumulative cash dividend (the "Preference Dividend") at the rate of 10 per cent per annum (exclusive of any associated tax credit) on

the nominal amount of such Preference Shares in priority to any payment of dividend to the holders of any other class of shares for the time being in issue.

- (B) The Preference Dividend shall be payable yearly in arrears on 30 April or, if such date shall be a Saturday Sunday or public holiday in England or Scotland, it may be paid on the first business day next following such date. A Preference Dividend shall accrue from day to day.
- (C) Save as aforesaid, the holder of a Preference Share shall not be entitled to any further or other right of participation in the profits of the Company.
- (D) If on any date on which the Preference Dividend is payable there shall not be sufficient profits of the Company available for distribution or resolved to be distributed to enable the dividend to be paid in full, then any amount unpaid in respect of such dividend shall be paid as soon as the profits available for distribution and resolved to be distributed are sufficient to cover such payment. Dividends in arrears may be declared and paid at any time without reference to any date fixed for payment of the Preference Dividend. Any Preference Dividend shall be applied first against any dividends in arrears in the order in which such unpaid dividends were due for payment.

(ii) **The "A" Ordinary Shares**

The holders of the "A" Ordinary Shares shall have the right to be paid out of the profits of the Company for the time being available for distribution and resolved to be distributed in respect of each financial year (as defined in section 223 of the Act) or other accounting period of the Company a cash dividend of one penny for every complete £1,000 paid by way of cash dividend in respect of the same financial year or other accounting period of the Company to the holders of the Ordinary Shares. Save as aforesaid, a holder of a "A" Ordinary Share shall not be entitled to any further or other right of participation in the profits of the Company.

(iii) **The Ordinary Shares**

Save as aforesaid, the holders of the Ordinary Shares shall have the right to the whole of the profits of the Company available for distribution and resolved to be distributed.

(b) **As to capital**

(i) **The Preference Shares**

Each Preference Share shall confer on the holder thereof the right on a distribution of assets on a winding-up or otherwise (but not on a return of capital on conversion, redemption or purchase of any other shares in the capital of the Company, howsoever ranking) to receive, out of the surplus assets of the Company remaining after payment of its liabilities, an amount in priority to the holders of all other shares of the Company from time to time in issue an amount equal to:

- (i) all arrears and accruals (if any) of the Preference Dividend, whether or not such dividend has been declared or earned or has become due and payable, to be calculated up to and including the date of commencement of the winding-up (in the case of a winding up) or the return of capital (in any other case); and
- (ii) repayment of a sum equal to the nominal capital paid up or credited as paid up on the Preference Shares held by him.

Save as aforesaid, the holder of a Preference Share shall have no further or other right of participation in the assets of the Company.

(ii) **The "A" Ordinary Shares**

Each "A" Ordinary Share shall confer on the holder thereof the right on a distribution of assets on a winding up or otherwise (but not on a return of capital on conversion redemption or purchase of any other shares in the capital of the Company howsoever ranking), to receive out of the surplus assets of the Company remaining after payment of its liabilities and after satisfaction of the rights of the holders of the Preference Shares in accordance with sub-paragraph (i) above, to repayment of a sum equal to the nominal amount paid up or credited as paid up on the "A" Ordinary Shares held by him. Save as aforesaid, the holder of a "A" Ordinary Share shall have no further or other right of participation in the assets of the Company.

(iii) **The Ordinary Shares**

Save as aforesaid, the holders of the Ordinary Shares shall have the right to the whole of the surplus assets of the Company

remaining after payment of its liabilities.

(c) **Voting**

(i) **The Preference Shares and the "A" Ordinary Shares**

The Preference Shares and the "A" Ordinary Shares shall confer on their holders no right to attend or vote at any general meeting of the Company.

(ii) **The Ordinary Shares**

The Ordinary Shares shall entitle the holders thereof to attend and vote at all General Meetings of the Company. Every holder of an Ordinary Share who is present either (being an individual) in person or (being a corporation) by a representative duly authorised under section 375 of the Act shall have one vote and on a poll every such holder who is present in person, by proxy, or by duly authorised representative shall have one vote for each fully-paid Ordinary Share of which he is the holder.

4. Subject to the provisions of Section 80 of the Act and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors and they may (subject as aforesaid) allot, grant options over or otherwise dispose of them to such persons, on such terms and conditions and at such times as they think fit.
5. (a) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company authorised but unissued at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- (b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

**TRANSFER OF SHARES**

6. In regulation 24 of Table A the first sentence shall be excluded. In the second sentence the words: "They may also" shall be excluded and replaced by "The directors may".

## INTERESTS OF DIRECTORS

7. A director may enter into any contract or arrangement or dealing with the Company and may accept office as a director of any company promoted by the Company or in which the Company is interested and may subscribe for, guarantee the subscription of or otherwise acquire, shares or other interests in any such company and shall not be in any way whatsoever accountable for any profits or benefits so obtained and, subject to making disclosure of the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act (with which Section he shall comply in any event) he may vote and be counted in a quorum at meetings of the directors in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising out of it.

## DIRECTORS

8. (1) The minimum number of directors of the Company shall be two.
- (2) The directors may from time to time entrust and confer upon any committee of one or more directors, executive director, manager or other executive officer as aforesaid all or any of the powers of the directors (except the power to borrow money) as they may think fit. But the delegation of all such power to any committee of one or more directors, executive director, manager or other officer shall be subject to such regulations and restrictions as the directors may from time to time make and impose and the said power may at any time be withdrawn, revoked or varied.
- (3) The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.

## PROCEEDINGS OF DIRECTORS

9. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

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