

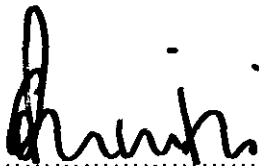
Kirklees Waste Services Ltd

3497105

The members of the Company entitled to attend and vote at Extraordinary General meetings of the Company passed the following written Resolution on 5 July 1999 as a special Resolution, pursuant to Regulation 56 of the Articles of Association of the Company.

RESOLUTION

That new Articles of Association (copy attached hereto) be adopted.



(Secretary)



Private & Confidential

KIRKLEES WASTE SERVICES LIMITED

ARTICLES OF ASSOCIATION

INDEX

Contents	Page
PRELIMINARY	1
SHARE CAPITAL	2
MEMBERSHIP	4
CLASS RIGHTS AND SPECIAL CONSENTS	4
SHARE CERTIFICATES	5
LIEN	5
CALLS ON SHARES AND FORFEITURE	5
TRANSFER OF SHARES	7
TRANSMISSION OF SHARES	8
ALTERATION OF SHARE CAPITAL	8
PURCHASE OF OWN SHARES	9
GENERAL MEETINGS	9
PROCEEDINGS AT GENERAL MEETINGS	9
VOTES OF MEMBERS	12
NUMBER OF DIRECTORS	14
ALTERNATE DIRECTORS	14
POWERS OF DIRECTORS	15
DELEGATION OF DIRECTORS' POWERS	15
APPOINTMENT AND REMOVAL OF DIRECTORS	15
REMUNERATION OF DIRECTORS	17
DIRECTORS' EXPENSES	17
DIRECTORS' APPOINTMENTS AND INTERESTS	17

DIRECTORS' BENEFITS	18
PROCEEDINGS OF DIRECTORS.....	19
SECRETARY	21
MINUTES	21
THE SEAL	21
DIVIDENDS	21
ACCOUNTS	22
CAPITALISATION OF PROFITS	22
NOTICES	23
WINDING UP	23
INDEMNITY.....	24
CONSENTS AND THIRD PARTY RIGHTS	24
RELEVANT AGREEMENTS	24

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

KIRKLEES WASTE SERVICES LIMITED

PRELIMINARY

1. (A) The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Company.

- (B) In these Articles unless the context otherwise requires:

"the Act" means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force;

"A" Director means any director for the time being appointed and holding office pursuant to Article 76(A);

"A" Shares means the "A" Shares of 1 penny each in the capital of the Company from time to time;

"associated person" means, in relation to a local authority, a person associated with that local authority within the meaning of Section 69 of the Local Government and Housing Act 1989 or any statutory modification amendment or re-enactment thereof for the time being in force;

"B" Director means any director for the time being appointed and holding office pursuant to Article 76(B);

"B" Shares means the "B" Shares of 1 penny each in the capital of the Company from time to time;

"clear days" means, in relation to the period of a notice, that period excluding the day

when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"holder" means, in relation to shares, the member whose name is entered in the register of members as the holder of the shares;

"local authority" means a local authority within the meaning of Section 67(3) of the Local Government and Housing Act 1989;

"Managing Director" means a director for the time being appointed and holding office pursuant to Article 77;

"office" means the registered office of the Company;

"Ordinary Shares" means the non-voting ordinary shares of £1 each in the capital of the Company from time to time;

"the prescribed percentage" means 19 per centum;

"Relevant Agreement" means any written agreement relating (in whole or in part) to the management of the Company which is binding from time to time on the Company and all its members and which (expressly or by implication) supplements or prevails over (or both) any provisions of these Articles;

"the seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary;

"share" means a share in the capital of the Company of whatever class;

"transfer" includes the transfer or renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares or the transfer of any interest in any share;

"the United Kingdom" means the United Kingdom of Great Britain and Northern Ireland.

- (C) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of adoption of these Articles.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of these Articles is £7,339,378 divided into 19 "A" Shares of £0.01p each 81 "B" Shares of £0.01p each and 7,339,377 Ordinary Shares of £1 each.
- (B) The "A" Shares, "B" Shares and Ordinary Shares shall be separate classes of shares and shall carry the respective rights set out in Article 3.

- (C) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the resolution creating or issuing such shares and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the directors who may issue them, subject to Section 80 of the Act and subject to Article 2(D), to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit.
 - (D) The provisions of Sections 89(1) and 90(1) to (6) inclusive of the Act shall apply to any allotment of shares whether equity securities or not and whether for cash or consideration other than cash,
 - (E) No share shall be issued to an infant, bankrupt or person suffering from mental disorder.
3. The respective rights, privileges and restrictions attaching to the "A" Shares, the "B" Shares and the Ordinary Shares shall be as follows:
- (1) As regards income:
 - (a) The "A" Shares and the "B" Shares shall not confer any right to receive a dividend or any other distribution of the profits of the Company.
 - (b) All profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares.
 - (2) As regards capital:

On a return of capital on liquidation or otherwise, the assets of the Company available for distribution amongst the members shall be applied as follows:

 - (a) first, in paying to the holders of the "A" Shares and the "B" Shares (*pari passu* as if the same constituted a single class of shares), in priority to any payment to the holders of any other class of shares in the capital of the Company, the nominal amounts paid up or credited as paid up on the "A" Shares and the "B" Shares held by them; and
 - (b) the balance (if any) of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the nominal amounts paid up or credited as paid up thereon.
 - (3) As regards voting:
 - (a) The holders of the "A" Shares and the "B" Shares have the voting rights provided for in Article 57;
 - (b) The Ordinary Shares do not confer any voting rights in any circumstances;
 - (4) As regards appointment of Directors:

The holders of the "A" Shares and the "B" Shares have the rights to appoint directors contained in Article 76.

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company may by ordinary resolution determine.
5. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

MEMBERSHIP

6. (A) For so long as any local authority or any associated person of a local authority is a member, no person who is capable of being a member of that local authority but who is disqualified from membership of that local authority (otherwise than by being employed by that or any other local authority or by a company which is under the control of a local authority) may become or remain a member.
- (B) Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by those Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

CLASS RIGHTS AND SPECIAL CONSENTS

7. (A) Whenever the capital of the Company is divided into different classes of shares (save when otherwise dictated by statute) the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of not less than 75 per cent in nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy not less than one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present that member who is present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.
- (B) Unless otherwise expressly provided by the terms of their issue, the rights attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of further shares ranking *pari passu* with them.
- (C) Any act transaction action or omission or event (whether or not the Company is a party thereto) for which pursuant to the provisions of any Relevant Agreement the consent of the holders of "A" Shares is expressed to be required (whether or not those provisions are expressed to be binding on the Company) shall (in addition to any other authority, sanction or consent required by the Act or these Articles) require the sanction of an ordinary resolution passed at an extraordinary general meeting of the Company Provided that no such sanction shall be required in relation to any act

transaction action omission event or matter effected or occurring pursuant to, or in accordance with a consent given pursuant to, the provisions of any Relevant Agreement to which all the holders of "A" Shares are parties.

- (D) If, at any general meeting of the Company a resolution is proposed in relation to any of the matters referred to in Article 7(C), the holders of the "A" Shares shall on a poll in relation to that resolution have the right to cast such number of votes as is equal to 50% of the total number of votes cast in the poll.

SHARE CERTIFICATES

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
9. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

10. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. 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 on a share shall extend to any amount payable in respect of it.
11. The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
12. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
13. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

- 14.** Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
- 15.** A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
- 16.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 17.** If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
- 18.** An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call.
- 19.** Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
- 20.** If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all reasonable expenses which may have been incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
- 21.** If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
- 22.** Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

23. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
24. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

25. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
26. (A) Without prejudice to Articles 26(B) and (D) the directors may refuse to register the transfer of a share on which the Company has a lien. They may also refuse to register a transfer unless:
- (1) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
 - (2) it is in respect of only one class of shares; and
 - (3) it is in favour of not more than four transferees.
- (B) (1) No transfer of any share shall be made and accordingly the directors shall refuse to register any transfer of any share made otherwise than in accordance with the provisions of Article 26(C).
- (2) Subject to the provisions of Article 26(A) and (D) the directors shall be obliged to register any transfer of any share which is made in accordance with Article 26(C).
- (C) A member may at any time transfer all or any of his shares to any person either
- (1) with the prior written consent of all the members or
 - (2) pursuant to and in accordance with the provisions of any Relevant Agreement.

- (D) No share shall be transferred to an infant, bankrupt or person suffering from mental disorder.
27. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
28. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
29. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
30. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

31. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

ALTERATION OF SHARE CAPITAL

34. The Company may by ordinary resolution:
- (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares

resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and

- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
35. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including the Company subject to the provisions of the Act) and distribute the net proceeds of sale in due proportion among those members and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
36. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

37. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.
40. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving the right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

42. (A) No business shall be transacted at any general meeting unless a quorum is present. Save as in these Articles otherwise provided two members present in person or by proxy or by duly authorised representative and entitled to vote shall be a quorum of which one shall be or represent a holder of any of the "A" Shares and the other shall be or represent a holder of any of the "B" Shares.
- (B) For so long as any local authority or any associated person of a local authority is a member, no person who is disqualified from membership of that local authority (otherwise than by being employed by that or any other local authority or by a company which is under the control of a local authority) may be authorised in accordance with Section 375 of the Act to act as that local authority's representative at a general meeting of the Company (or at meetings of the Company which include a general meeting).
43. If a quorum is not present at any general meeting convened in accordance with these Articles within half an hour from the time appointed for the meeting then that meeting shall be adjourned to the same place at the same time on the fourteenth day thereafter at which adjourned meeting the quorum shall be the members present in person or by proxy or by duly authorised representative (whether or not such members shall represent holders of "A" Shares and/or "B" Shares). If at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor or if during the meeting a quorum ceases to be present such adjourned meeting shall be dissolved.
44. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) shall be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the 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.
45. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
46. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares the holders of which appointed him as a director.
47. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

48. A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains on a show of hands unless before, or on the declaration of the result of, the vote a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by one or more members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member.

49. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

50. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

51. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

52. A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:

- (a) to hear each of the other participating members addressing the meeting; and
- (b) if he so wishes, to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.

A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.

53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.

54. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the

transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

55. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
56. A resolution in writing signed or approved by letter, facsimile, telegram or telex executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present or at a meeting of any class of members of the Company shall be as effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. Any such resolution may in the case of a corporation be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

VOTES OF MEMBERS

57. On a show of hands every holder of "A" Shares and every holder of "B" Shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll, subject to Article 7(D), every such member shall have one vote for every such share of which he is the holder provided that:
- (A) the "A" Shares shall not confer upon the holders thereof any right to vote upon a resolution for the removal of a "B" Director; and
 - (B) the "B" Shares shall not confer upon the holders thereof any right to vote upon a resolution for the removal of an "A" Director.

The holders of Ordinary Shares shall not be entitled to attend or vote at any general meeting.

58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
59. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote
60. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

61. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
62. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
63. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor (in the case of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative) and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[] Limited

I/We, , of

, being a member/members of the above named company,
hereby appoint of

, or failing him,
of , as my/our proxy to vote in my/our name[s] and on
my/our behalf at the annual/extraordinary general meeting of the company to be held on
19 , and at any adjournment thereof.

Signed on 19 ."

64. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"[] Limited

I/We, , of

, being a member/members of the above named company,
hereby appoint of

, or failing him,
of , as my/our proxy to vote in my/our name[s] and on
my/our behalf at the annual/extraordinary general meeting of the company, to be held on
19 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against
Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 19 ."

65. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and without prejudice to Article 65 (a), (b) and (c) above, an instrument of proxy may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

66. A vote given or poll demanded by a proxy or by a director, the secretary, duly appointed attorney or duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

67. The maximum number of directors (other than alternate directors) shall be seven of whom not more than one shall hold office as an "A" Director and not more than six shall hold office as "B" Directors. Such directors shall be appointed in accordance with Article 76.

ALTERNATE DIRECTORS

68. (A) Subject to the provisions of Articles 78 and 79, the holders of all the "A" Shares in issue from time to time may appoint any director, or any other person willing to act, to be an alternate director for an "A" Director and may remove from office an alternate director so appointed by them.
- (B) Subject to the provisions of Articles 78 and 79, any "B" Director (other than an alternate director) may appoint any other director, or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
69. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which the director for whom he is alternate director is a member, to attend and vote at any such meeting at which the director for whom he is alternate director is not personally present, and generally to perform all the functions of the director for whom he is alternate director as a director in his absence but shall not be entitled

to receive any remuneration from the company for his services as an alternate director. Provided however that an alternate director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a director.

70. The appointment of an alternate director shall automatically terminate on the happening of any event which, if he were a director, would cause him to vacate the office of director or if the director for whom he is alternate director shall cease for any reason to be a director.
71. Any appointment or removal of an alternate director shall be by notice to the Company signed (in the case of an "A" Director) by the holders of all the "A" Shares in issue from time to time or (in the case of a "B" Director) by the director making or revoking the appointment or in any other manner approved by the directors. If the appointment is made by notice, it shall take effect when the notice is delivered to the office or to the secretary or is provided at a meeting of the directors.
72. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director for whom he is alternate director or (if different) his appointor(s).

POWERS OF DIRECTORS

73. Subject to the provisions of the Act, the Memorandum, these Articles and any Relevant Agreements, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles or any Relevant Agreement shall invalidate any prior act of the directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
74. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

75. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to the Managing Director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND REMOVAL OF DIRECTORS

76. (A) Subject to the provisions of Articles 78 and 79, the holders of all the "A" Shares in issue from time to time shall be entitled at any time and from time to time to appoint as an "A" Director such person as is willing to hold office as such and at any time and from time to time to remove from office as an "A" Director any person so appointed or who is otherwise an "A" Director.

- (B) Subject to the provisions of Articles 78 and 79, the holders of a majority of the "B" Shares in issue from time to time shall be entitled at any time and from time to time to appoint as "B" Directors such persons as are willing to hold office as such either to fill a vacancy or vacancies or (subject to Article 67) as an additional "B" Director or Directors and at any time and from time to time to remove from office as a "B" Director any person so appointed or who is otherwise a "B" Director.
77. Subject to the provisions of Articles 78 and 79 and the Relevant Agreements the directors may at any time and from time to time appoint one of their number as Managing Director and at any time and from time to time remove from office as Managing Director any person so appointed (but without prejudice to his office as director). Any appointment of a director to an executive office shall terminate if he ceases to be a director.
78. (A) For so long as any "A" Shares are held by a local authority or an associated person of a local authority, no person shall be appointed as a director unless immediately thereafter the number of directors who are associated persons is less than the prescribed percentage of the total number of directors.
- (B) For so long as any "A" Shares are held by a local authority or an associated person of a local authority, no person who is disqualified from membership of that local authority (otherwise than by being employed by that or any other local authority or by a company which is under the control of a local authority) may become a director.
- (C) For so long as any "A" Shares are held by a local authority or any associated person of a local authority, no associated person of that local authority shall be appointed as a "B" Director and if a person is appointed as a "B" Director and that person subsequently becomes an associated person of that local authority that person shall, ipso facto, cease to be a director.
79. For so long as any local authority or any associated person of a local authority is a member, no member or candidate for membership of that local authority shall hold or be appointed to any salaried office of or employment by the Company paid by fees and so that no salary, remuneration or any other benefit in money or money's worth shall be paid or payable by the Company to any such member or candidate save and except that he shall be entitled as follows namely:
- (a) to reimbursement of expenses incurred by him as a director to the extent to which reimbursement is authorised by these Articles;
- (b) to any indemnity which may be payable to him in accordance with any of these Articles;
- (c) to any security or indemnity to which he may be entitled by virtue of any arrangement made with him as a director in respect of any obligations undertaken by him as a director for the benefit of the Company.
80. Any appointment or removal of any "A" Director shall be effected by notice to the Company given by the holders of a majority of "A" Shares in issue from time to time. Any appointment or removal of any "B" Director shall be effected by notice to the Company given by the holders of a majority of "B" Shares in issue from time to time. Any such appointment or removal shall, subject to Article 81, take effect when the notice effecting the same is delivered to the office or to the secretary or is provided at a meeting of the directors.

81. Any removal of a director pursuant to these Articles shall be without prejudice to any claim which a director so removed may have under any contract between him and the Company (subject to the provisions of Section 319 of the Act).
82. No director shall be appointed otherwise than as provided in these Articles.
83. The office of a director shall be vacated if:
- (A) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C) he is, or may be, suffering from mental disorder and either:
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (D) he resigns his office by notice to the Company; or
 - (E) he is removed pursuant to Article 76; or
 - (F) Article 78(C) applies.
84. Additionally, for so long as any local authority or an associated person of a local authority is a member, a director who is not an associated person of that local authority at the time of his appointment as a director shall vacate office and be deemed to have done so on the day preceding the day on which he becomes an associated person of that local authority.
85. Additionally, for so long as any local authority or an associated person of a local authority is a member, a director who is an associated person of that local authority shall vacate office forthwith if the number of directors who are associated persons of that local authority for any reason whatsoever exceeds the prescribed percentage of the total number of directors. In such event the smallest number of directors who are associated persons of that local authority shall vacate office as shall result in the number of directors who are associated persons of that local authority ceasing to exceed the prescribed percentage of the total number of directors and the director or directors to vacate office shall be (unless all the associated persons of that local authority otherwise agree among themselves before such event) the director or directors who shall have been longest a director or directors since their last appointment as such and as between associated persons of that local authority who became directors on the same day the associated person of that local authority to retire shall be (unless the relevant associated persons of that local authority otherwise agree among themselves before such event) the associated person of that local authority whose last name begins with the letter nearest A and if there are two or more such associated persons of that local authority the older or oldest person shall retire.

REMUNERATION OF DIRECTORS

86. (A) Subject to the provisions of Article 79, the directors shall be entitled to such remuneration (if any) by way of fees as is provided for in any Relevant Agreement or as the directors may by resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
- (B) Subject as aforesaid, any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of such director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine.

DIRECTORS' EXPENSES

87. Subject to the provisions of Article 79, the directors (including alternate directors) may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

88. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
89. For the purposes of Article 88:
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified **PROVIDED THAT** any disclosure by a director of an interest in any transaction or arrangement involving a supplier or customer of the Company or a business (of whatever nature) in competition, direct or otherwise, with the business carried on by the Company shall be made in writing to the directors; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' BENEFITS

90. (A) The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
- (B) The Directors shall have power to purchase and/or 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 in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company and/or with any subsidiary undertaking of the Company and/or with any such other company, or who are or were at any time trustees of any retirement benefits scheme or employee benefit trust or employees' share scheme in which any employees of the Company or of any such other subsidiary undertaking or other company 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 duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other subsidiary undertaking or other company, retirement benefits scheme or employee benefit trust.

PROCEEDINGS OF DIRECTORS

91. (A) Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors which shall take place in the metropolitan district of Kirklees (unless the "A" Director shall have previously agreed otherwise). It shall be necessary to give notice of a meeting to all directors including without limitation any director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote. A director or any other person who is an alternate director shall be entitled (subject to Article 91(B)) in the absence of his appointor or, as the case may be, his appointors to a separate vote on behalf of every director who he represents in addition to his own vote (if any).
- (B) For so long as any local authority or an associated person of a local authority is a member, at any meeting of the directors and of any committee of the directors each director who is an associated person of that local authority shall have one vote and each director who is not an associated person of that local authority shall have a number of votes (including fractions of a vote) calculated by reference to the following formula:

$$\frac{4x + 1}{y}$$

where:

"x" is the number of directors present at the meeting who are associated persons of that local authority; and

"y" is the number of directors present at the meeting who are not associated persons of that local authority.

92. If the "A" Director or (as the case may be) a "B" Director fails to attend a meeting of the Board for whatever reason and no alternate director for him has been validly appointed in accordance with these Articles then the directors present who were appointed by the same appointing shareholder shall be entitled to cast the vote or votes of such absent director in such manner as they see fit as if such director were present at the meeting.
93. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
94. The quorum for the transaction of business by the directors shall be the "A" Director (or the duly appointed alternate of the "A" Director) and one "B" Director (or the duly appointed alternate of a "B" Director). If a quorum is not present at any meeting of directors within half an hour from the time appointed for the meeting then that meeting shall be adjourned to the same place at the same time on the fourteenth day thereafter at which adjourned meeting the quorum shall be the directors present (whether or not such directors shall be or include the "A" Director and/or "B" Directors or their alternates). If at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor or if during the meeting a quorum ceases to be present such adjourned meeting shall be dissolved.
95. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
96. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
97. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
98. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed

to be present in person at such meeting and accordingly shall be counted in the quorum for the transaction of business at that meeting.

99. Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of section 317 of the Act. Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purposes of Articles 88 and 89.
100. The Company may (with the prior written consent of the holders of at least 75% of the issued "A" Shares and at least 75% of the issued "B" Shares) by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
101. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
102. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

103. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

104. The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

105. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the 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 by a second director.
106. The directors shall provide for the safe custody of every seal which the Company may have.
107. A seal shall be used only by the authority of the directors or a duly authorised committee but

that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of directors or of the members of a duly authorised committee.

108. The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument and may also determine, either generally or in any particular case, that such signature shall be dispensed with or affixed by some mechanical means.

DIVIDENDS

109. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
110. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.
111. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
112. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
113. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
114. No dividend or other moneys payable in respect of a share shall bear interest against the

Company unless otherwise provided by the rights attached to the share.

115. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

ACCOUNTS

116. The holders of the "A" Shares and the holders of the "B" Shares shall each have the right to inspect any accounting records or other book or document of the Company.

CAPITALISATION OF PROFITS

117. The directors may with the authority of an ordinary resolution of the Company:
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
 - (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
 - (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

118. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of directors need not be in writing and the Company may give any such notice to a member either personally or by sending it by post in a prepaid envelope or telex or facsimile transmission addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
119. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
120. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
121. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
122. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
123. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

124. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

125. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

CONSENTS AND THIRD PARTY RIGHTS

126. (A) Where the approval or agreement or consent of any member or director is required under any provision of these Articles to any particular matter such approval agreement or consent may be given subject to such terms and conditions as that member or director may require.
- (B) No person dealing with the Company shall be concerned to see or enquire whether any limitations on the powers of directors imposed by these Articles is observed or whether meetings have been validly held or other procedures have been validly carried out and no right or property acquired or liability incurred shall be invalid except in the case of express notice to the person by whom the right or property is acquired or to whom the liability is incurred at the time when the right or property was acquired or the liability incurred that the limitation had not been observed or the meeting or procedure had not been validly held or carried out **PROVIDED ALWAYS** that any person dealing with the Company shall be entitled conclusively to rely on a certificate signed by the "A" Director and a "B" Director that any thing deed or document has been validly authorised and done signed or executed in accordance with the provisions of these Articles.

RELEVANT AGREEMENTS

127. Notwithstanding the provisions of these Articles the directors shall be obliged so far as may be permitted by law to act in all respects with and to give effect to any Relevant Agreements.