

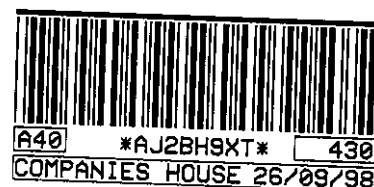
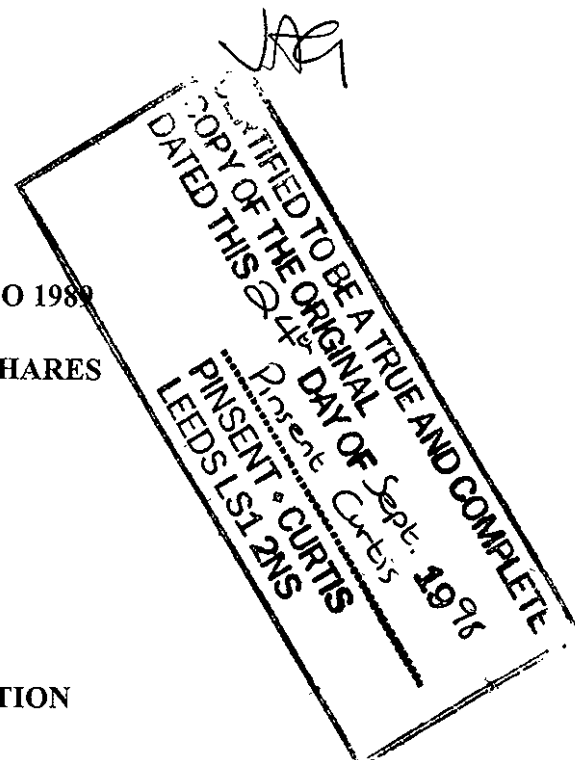
No. 3578205

COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION

of
J C RATHBONE TRUSTEES LIMITED
(formerly PINCO 1079 Limited)

Incorporated the 9th June 1998



COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

J C RATHBONE TRUSTEES LIMITED*

- 1 The name of the Company is "J C RATHBONE TRUSTEES LIMITED"*.
2 The Registered Office of the Company will be situate in England and Wales.
3 The objects for which the Company is established are:-
- 3.1.1 To act as trustee of and/or nominee in respect of share schemes for the purpose of encouraging or facilitating the holding of shares or debentures in any company by or for the benefit of employees or ex-employees of such company or any subsidiary or holding company of such company or subsidiary of such holding company or by or for the benefit of any wife, husband, widow, widower, child or stepchild of such employees or ex-employees or in respect of pension or superannuation schemes under declarations of trust or under a trust for the purpose of securing payments of pensions and other benefits to employees, ex-employees directors or ex-directors or such other persons as aforesaid of any person, firm, company, society, body or authority and to undertake any duties in relation to or arising from any such trusts.
- 3.1.2 To undertake the office of trustee, executor, administrator, committee manager, attorney, delegate, substitute, treasurer and any other officer or situation of trust or confidence and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
- 3.1.3 To act as agents and brokers and to transact and carry on all kinds of agency business in or in relation to share schemes for employees or ex-employees or their respective wives, husbands, widows, children or step-children.
- 3.1.4 Generally to carry out all such operations and transactions as an individual trustee may lawfully undertake and carry out.
- * By a Special Resolution passed on _____ the Company name was changed from PINCO 1079 Limited to J C Rathbone Trustees Limited

- 3.1.5 To undertake and carry out the office of nominee, trustee, custodian trustee, executor, administrator, liquidator, receiver, committee, or attorney and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto including the duties of a custodian trustee and generally to undertake and transact all kinds of trust and agency business including the undertaking of all duties normally undertaken by a trust corporation, either gratuitously or otherwise and for the purpose aforesaid, to hold, deal with, manage direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any rights or interests in, over or upon any real or personal property of any kind whatsoever and to undertake and carry on any business undertaking or transaction and in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require..
- 3.1.6 To do and execute all such acts and things, deeds and instruments as may be necessary to enable the Company to carry out its duties as aforesaid, and to make deposits, enter into recognisance and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid.
- 3.2 To carry on all or any of the trades or business of manufacturers, repairers, buyers, sellers of products of all types to supply services of all kinds to acquire, hold, deal in investments of any kind and to carry on any activity normally undertaken by a company in these or similar lines of business
- 3.3 To do all such things as shall seem to be in the best interests of the Company, its members its customers or its potential customers or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- 3.4 To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interest whatever, and any rights, licences, privileges, or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 3.5 To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- 3.6 To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary for the Company's business.
- 3.7 To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.8 To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights, privileges, or monopolies or any interest in the same.
- 3.9 To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.

- 3.10 To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.
- 3.11 To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.
- 3.12 To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- 3.13 To lend and advance money or give credit to any person, firm or company and, whether or not the Company receives any consideration or advantage from doing so, to guarantee or give indemnities for (or by both such means) the payment of moneys secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company, whether British, Commonwealth or foreign, or of any authority, supreme, municipal, local or otherwise, or of any person whomsoever whether corporate or unincorporate including in particular (but without prejudice to the generality of the foregoing) the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business.
- 3.14 To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company.
- 3.15 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.
- 3.16 To apply for, promote, and obtain any Act of Parliament, or other licence, permission or 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 expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them.
- 3.17 To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company.
- 3.18 To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- 3.19 To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former directors, officers or employees of the Company or the Company's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Company or such holding company, or the relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.
- 3.20 To pay all or any expenses incurred in connection with the formation, promotion 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, debentures, debenture stock or securities of the Company.
- 3.21 To procure the registration of the Company in or under the laws of any territory or jurisdiction.
- 3.22 To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.
- 3.23 To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest.
- 3.24 To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.
- 3.25 To distribute among the members of the Company in specie any property of the Company.
- 3.26 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4 The liability of the members is limited.

5 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	No of Shares taken by Subscriber
<hr/>	
PINSENT CURTIS DIRECTOR LIMITED 41 Park Square Leeds LS1 2NS	One

by H. Brigg (Director)

Dated the 29/5/98

Witness to the above signature:-

M. Ager
41 Park Square
Leeds
LS1 2NS

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

J C RATHBONE TRUSTEES LIMITED*
(ADOPTED ON)

PRELIMINARY

- 1.1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.
- 1.2 Regulations 8, 24, and 73 to 80 inclusive, of Table A shall not apply to the Company.
- 2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

- 3 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each.
- 4.1 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- 4.2 The general authority conferred by this Article shall:-
- 4.2.1 extend to all relevant securities of the Company created but unissued at the date of these Articles;
- 4.2.2 expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and

* By a Special Resolution passed on _____ the Company name was changed from PINCO 1079 Limited to J C Rathbone Trustees Limited.

4.2.3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5 Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

6 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

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

CALLS ON SHARES

8 The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

9 Subject as provided in the next following Article, the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

10 (a) For the purpose of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any Director shall be sufficient evidence of the passing thereof.

(b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by

the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

TRANSMISSION OF SHARES

- 11 A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 12 If and so long as, the Company has only one member the quorum for a General Meeting shall be one. Regulation 40 of Table A shall be modified accordingly.
- 13 Regulation 41 of Table A shall apply subject to the addition of the following sentence:
- "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
- 14 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 15 Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

VOTES OF MEMBERS

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

DIRECTORS

- 17.1 The number of Directors shall be not less than one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A. Regulations 64 and 89 of Table A shall be modified accordingly.
- 17.2 The quorum for the transaction of the business of the Directors shall be two **PROVIDED THAT** for so long as Mr J C Rathbone is a Director no meeting of the Directors shall be quorate unless he (or an alternate of his) is present. Regulation 89 of Table A shall be modified accordingly.
- 18 The Directors shall not be liable to retire by rotation.
- 19 A Director shall not be required to hold any share qualification.

- 20 The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 21 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.
- 22 Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.
- 23 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the Directors and the Directors shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties and Regulations 82, 83 and 84 shall be amended accordingly.

POWERS AND DUTIES OF DIRECTORS

- 24 Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.
- 25 The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 26 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgment at the registered office of the Company.

INDEMNITY

- 27 Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors,

auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the courts. Regulation 118 of Table A shall not apply

NAME AND ADDRESS OF SUBSCRIBER

PINSENT CURTIS DIRECTOR LIMITED
41 Park Square
Leeds
LS1 2NS

by H. Brigg (Director)

Dated the 29/5/98

Witness to the above signature:-

M. Ager
41 Park Square
Leeds
LS1 2NS