

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE**

RESOLUTIONS

OF

CWWG LIMITED

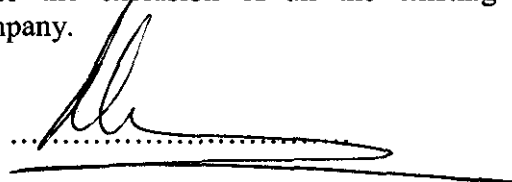
(No: 4004464)

Passed 12th March 2003

At an Extraordinary General Meeting of the above named Company, duly convened and held on 12th March 2003 the following Resolutions were duly passed as a Special Resolutions:

SPECIAL RESOLUTIONS

- 1 That the regulations contained in the printed document submitted to the Meeting (and signed by the Company Secretary for the purposes of identification) are approved and adopted as the Articles of Association of the Company in satisfaction for and to the exclusion of all the existing Articles of Association of the Company.
2. That the regulations contained in the printed document submitted to the Meeting (and signed by the Company Secretary for the purposes of identification) are approved and adopted as the Memorandum of Association of the Company in satisfaction for and to the exclusion of all the existing Memorandum of Association of the Company.



Chairman of the Meeting



Company No 4004464

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CWWG LIMITED**

**Bond Pearce
Exeter**

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

CWWG LIMITED

- 1 The Company's name is "**CWWG Limited**".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 to carry out for the purposes of encouraging the use of more sustainable waste management practices (which includes but is not limited to waste minimisation, minimisation of pollution and harm from waste, reuse of waste, recycling of waste, waste recovery activities and the clearing of pollutants from contaminated land):
 - 3.1.1 research and development, or
 - 3.1.2 education, or
 - 3.1.3 the collection and dissemination of information about waste management practices generally.

- 3.2 To carry out for the purpose of encouraging the development of products from waste or the development of markets for recycled waste:
- 3.2.1 research and development,
 - 3.2.2 education, or
 - 3.2.3 collection and dissemination of information about the development of products from waste or the development of markets for recycled waste
- 3.3 In relation to any land the use of which for any economic, social or environmental purpose has been prevented or restricted because of the carrying on of an activity on the land which has ceased, to carry out:
- 3.3.1 reclamation, remediation or restoration, or
 - 3.3.2 any other operation intended to facilitate economic, social or environmental use,
- but so that any reclamation, remediation, restoration or other operation shall not be within the terms of this clause 3.3 if it is such that it falls within paragraphs (a)-(c) of regulation 33(3) of the Landfill Tax Regulations 1996 (as amended by the Landfill Tax (Amendment) Regulations 1999) ("the Regulations").
- 3.4 In relation to any land the condition of which, by reason of the carrying on of an activity on the land which has ceased, is such that pollution (whether above land or not) is being or may be caused to carry out:
- 3.4.1 any operation intended to prevent or reduce any potential for pollution, or
 - 3.4.2 any operation intended to remedy or mitigate the effects of any pollution that has been caused,
- but so that any operation shall not be within the terms of this clause 3.4 if it is such that it falls within paragraphs (a)-(c) of regulation 33(3) of the Regulations.
- 3.5 Where it is for the protection of the environment to carry out the provision, maintenance or improvement of:-
- 3.5.1 a public park,
 - 3.5.2 any other public amenity,

which in either case is in the vicinity of a landfill site and provided the conditions set out in paragraph (6) of regulation 33 of the Regulations is met.

3.6 Where it is for the protection of the environment to carry out the maintenance, repair or restoration of a building or other structure which:

3.6.1 is a place of religious worship or of historic or architectural interest, and

3.6.2 is open to the public, and

3.6.3 is situated in the vicinity of a landfill site,

provided the conditions in paragraph (6) of regulation 33 of the Regulations are satisfied.

3.7 To provide financial, administration and other similar services to enrolled environmental bodies.

3.8 To carry out activities related to sustainable waste management, including waste minimisation, re-use of waste, recycling of waste, composting and material and/or energy recovery.

3.9 In furtherance of the above objects but not further or otherwise and subject to compliance with the conditions set out in regulations 33 and 33A of the Regulations the Company shall have the following powers:

(i) To invite and receive contributions from any person registered under s. 47 Finance Act 1996 or any amendment or re-enactment of that section.

(ii) To raise funds and to invite and receive contributions (in addition to those mentioned in paragraph (i)) from any person or persons whatsoever (including but without limitation any person who is liable to pay a tax levied to procure any improvement to the environment) by way of subscription, donation or otherwise, provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in

part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

- (iii) To use contributions received under paragraphs (i) and (ii) to pay the running costs of the Company and to make a contribution to the running costs of the Regulatory Body (but subject as provided in the Regulations).
- (iv) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (v) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- (vi) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (vii) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (viii) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

- (ix) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (x) Subject to clause 4 of this Memorandum to employ and pay such staff as are desirable for the furtherance of the objects of the Company.
- (xi) To contract for the provision of services by such consultants, managers and professional persons as are desirable for the furtherance of the object of the Company.
- (xii) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (xiii) To establish or support or aid the establishment or support of any charity and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company and to support any body (whether charitable or not) in any activity which would be an authorised object under any sub-clause 3.1 – 3.7 (inclusive).
- (xiv) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body

with which this Company is authorised to amalgamate.

- (xv) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (xvi) To do all such other lawful things as are necessary for the attainment of the objects set out in clause 3.1 – 3.7 (inclusive) or any of them.

Provided that:

- (xvii) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (xviii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the High Court or the Charity Commissioners over the directors, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated.
- (xix) none of the sub-clauses 3.1 – 3.7 (inclusive) or the object or objects specified in such sub-clauses shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other such sub-clause, but the Company shall have

full power to exercise all or any of the objects conferred by and provided each of such sub-clauses as if each sub-clause conferred the objects of a separate company.

- 4 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- 4.1 of reasonable and proper remuneration to any member, officer or employee of the Company (not being a director) for any services rendered to the Company,
- 4.2 of interest on money lent by any member of the Company or of its Board at a reasonable and proper rate per annum not exceeding whichever is the higher of 2% below the published base lending rate of a clearing bank to be selected by the Board or 3%,
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board,
- 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the capital of that company,
- 4.5 to any directors of reasonable and proper out-of-pocket expenses,
- 4.6 of fees remuneration or other benefit in money or moneys worth to any company of which a director may also be a member if the same shall be in respect of a transaction at arms length in connection with the principal object of the company, and
- 4.7 of reasonable and proper remuneration to any directors (subject to any approvals that

may be necessary or desirable from the regulatory body).

- 5 The liability of the members is limited.
- 6 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of this Memorandum, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object.
- 8 The Company may not apply any of its funds for the benefit of any of the persons who have made qualifying contributions (as defined in the Regulations) to it or who were a contributing third party (as defined in the Regulations) in relation to such contributions, except that such persons may benefit where they belong to a class of persons that benefit generally.

Signed by Company Secretary

Vivien Leeson

Dated 14/3 2003

Witness to the above signature:

Witness Signature:

V Leeson

Witness Name:

VIVIEN LEESON

Company No 4004464

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

CWWG LIMITED

INTERPRETATION

1(a) In these Articles:

"**the Act**" means the Companies Act, 1985 as amended by the Companies Act 1989;

"**the Board**" means the board of directors of the Company;

"**FA**" means the Finance Act 1996;

"**secretary**" means any person appointed to perform the duties of the secretary of the Company;

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

(b) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof or re-enactment thereof.

(c) Any reference to a provision of any statute or statutory instrument shall include any modification or re-enactment of such provision.

MEMBERS

- 2 The number of members with which the Company proposes to be registered is 7, but the Board may register an increase of members. At all times at least one-half of the members must not be "A" Members (as determined in accordance with Article 4). If at any time the total number of "B" Members (as determined in accordance with Article 4) is less than one-half of the aggregate number of members ("the Aggregate") then unless an appointment of "B" Member(s) is made immediately on the day on which the number of "A" Members falls below half of the Aggregate, then such number of "A" Members shall resign as will reduce the number of "B" Members to one-half or less of the Aggregate. The "A" Members to resign in such circumstances shall be those who have been members the shortest time. In the case of "A" Members appointed on the same day, those to resign shall be decided by lot.
- 3 The subscriber to the Memorandum of Association and such other persons (being eligible under the provisions of Article 5 as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member. The subscriber shall automatically cease to be a member as soon as there is at least one "A" Member and one "B" Member.
- 4 Membership shall be divided between the two classes of "A" Membership and "B" Membership, such classes having the respective rights and being subject to the respective restrictions set out in these Articles. In these Articles a member of these classes is respectively referred to as an "A Member" and a "B Member".
- 5
 - (a) County Environmental Services Limited or any representative thereof is eligible to be an "A" Member.
 - (b) Any other registrable person within the meaning of section 47(10) FA which is approved by the Board is eligible to be admitted as an "A" Member.
 - (c) Any County Council or any district authority, or any other local authority which the Board may approve from time to time, is eligible to be admitted as an "A" Member.

- (d) Any person connected with any of the persons or bodies mentioned in 5(a) to (c), is eligible to be admitted as an "A" Member.
 - (e) Any charity whose objects include the care, monitoring, conservation, preservation or restoration of the environment or any part of the environment and any other non-profit making body which has similar objects but is not a registered charity and which is approved by the Board is eligible to be admitted as a "B" Member.
 - (f) Any individual who is interested in environmental matters and who is approved by the Board is eligible to be admitted as a "B" Member.
- 6 Unless the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 5, the Board may, in their absolute discretion, permit any member of the Company to retire immediately upon serving notice of such retirement on the Company.

GENERAL MEETINGS

- 7 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not, within the United Kingdom, sufficient Members of the Board capable of acting to form a quorum, any director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 9 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. A meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the place, the day and the hour of 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, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed by all the members entitled to attend and vote thereat.

- 10 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

- 11 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 12 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be comprised of 3 members, of which a majority must be B members. If within half an hour of the time quoted for the meeting a quorum is not present the meeting shall be dissolved.

- 13 The chairman, if any, of the Board shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect an "A" Member or a "B" Member who is present to be chairman of the meeting.
- 14 The chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15 At any General Meeting a resolution put to the vote of the meeting shall be decided by a poll.
- 16 At any General Meeting each of the classes of Membership shall have one vote to be determined in accordance with Article 18.
- 17 In the case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.

VOTES OF MEMBERSHIP CLASSES

- 18 The votes of the several classes of Membership shall be determined for the purposes of Article 16 as follows:
 - (a) A resolution to be put to the vote of the meeting of the Company shall first be put to a vote at meetings of each class of Membership. The decision of each class shall be on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairman of the meeting, or
 - (ii) by at least two members present in person or by proxy.

- (b) Unless a poll be demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact and proof of the number or proportion of votes recorded in favour of or against such resolution.
 - (c) At each class meeting each member of that class shall have one vote.
 - (d) If a poll is demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the decision of the class meeting.
 - (e) In the case of an equality of votes at a class meeting the chairman shall be entitled to a second or casting vote.
 - (f) The chairman of a class meeting shall be elected by the members of the relevant class present at the meeting.
- 19 On a poll taken at a class meeting votes may be given either personally or by proxy.
- 20 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 21 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company, or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 22 An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:

"CWWG Ltd"

I/We of in the County being a
[A][B] Member/Members of the above named Company, hereby appoint
 of or failing him of
 as my/our proxy to vote for me/us on my/our behalf at the
class meeting (Annual or Extraordinary, as the case may be) General Meeting of the
Company to be held on the and at any adjournment thereof.

Signed and dated ."

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

Resolution No. 1 *For *Against

Resolution No. 2 *For *Against

[Unless otherwise instructed, the proxy will vote as he thinks fit.]

* Strike out whichever is not desired.

- 23 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. It, together with any authority under which it is executed, shall be deposited at the registered office of the Company not less than 48 hours before the meeting.
- 24 A resolution in writing executed by or on behalf of each member of the Company who would have been entitled to vote upon it if it had been proposed at a General Meeting in which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and it may consist of several instruments in the like form each executed by or on behalf of one or more members. A resolution in writing executed in accordance with this regulation shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 25 Any corporation which is a member of the Company may by resolution of its board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or any class meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

THE BOARD

26

- (a) The Board shall consist of "A" Directors and "B" Directors. The maximum number of directors is 7, of which a majority must be "B" Directors.
- (b) A Directors shall be persons who are eligible for "A" Membership and "B" Directors shall be persons who are eligible for "B" Memberships.
- (c) At all times at least one-half of the directors must be persons who are not directors, employees or representatives of any person eligible for "A" Membership or persons connected with a person who would be eligible for "A" Membership.

If at any time the aggregate number of "B" Directors is less than one half of the total number of directors then unless an appointment has immediately been made under paragraph (b) above or (e) below to fill such vacancy such number of "A" Directors shall resign as will reduce the number of "A" Directors to one-half or less of the total membership of the Board. The "A" Directors to resign in such circumstances shall be those who have been the shortest time in office. In the case of "A" Directors appointed on the same day those to resign shall be decided by lot.

- (d) Subject to the above provisions the Board may fill any casual vacancy which arises by appointing:
 - (i) if the vacancy is amongst the "A" Directors anyone who is entitled to be an "A" Member or a representative of any body which is entitled to be an "A" Member;

- (ii) if the vacancy is amongst the "B" Directors a representative of any body which is entitled to be a "B" Member;
- (e) Subject as provided above at any General Meeting of the Company each class of the membership shall be entitled to appoint to or remove from the office of director (by a simple majority of those voting) any person who would be eligible for appointment under paragraph (e) so that:
 - (i) "A" Members vote only in respect of "A" Directors;
 - (ii) "B" Members vote only in respect of "B" Directors.
- (f) Should any person cease to be a director for any reason whatsoever, he shall also cease to be a member of the Company at that time.

BORROWING POWERS

- 27 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

- 28
- (a) The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
 - (b) In the exercise of the aforesaid powers and in the management of the business

of the Company, the directors shall always be mindful (if the Company be registered as a charity) that they are charity trustees within the definition of section 97 Charities Act 1993 as the persons having the general control and management of the administration of a charity.

- 29 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 30 The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Board,
 - (b) of the names of the directors present at each meeting of the Board and of any committee of the Board,
 - (c) of all resolutions and proceedings at all meetings of the Company and of each class meeting, and of the Board and of committees of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 31 The office of director shall be vacated if the director:
- (a) ceases to be a member of the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) becomes prohibited from being a director by reason of any order made under section 300 of the Act or an order made under any provision of the Company Directors Disqualification Act 1986, or
 - (d) become incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs, or
 - (e) resigns his office by notice in writing to the Company, or

- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 317 of the Act.
- 32 No director shall vote in respect of any contract in which he is interested or any matter arising thereout, nor shall he be counted in the quorum of any meeting in relation to a resolution in respect of such a contract, and if he does so vote, his vote shall not be counted.

ROTATION OF MEMBERS OF THE BOARD

- 33 The directors shall not be liable to retire by rotation.

PROCEEDINGS OF THE BOARD

- 34 The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any director for the time being absent from the United Kingdom.
- 35 The quorum necessary for the transaction of the business of the Board shall be 3 Directors, of which a majority must be "B" Directors.
- 36 The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of the directors, the continuing members or directors may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 37 The Board will elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

- 38 Any question arising at a meeting of the Board shall be determined by a majority of votes of those present in person or by alternate. In the case of an equality of votes the chairman shall not have a second or casting vote.
- 39 The Board may delegate any of their powers to committees consisting of such majority of directors of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
- 40 A committee may elect a chairman of its meetings from amongst the directors. If no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 41 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the directors present in person or by alternate, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 42 All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- 43 A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more directors.

ALTERNATE DIRECTORS

- 44 Any director (other than an alternate director) may appoint any other director from the same class of membership of the Board to be an alternate director and may remove from office an alternate director so appointed.

- 45 An alternate director shall be entitled to vote at any meeting at which the director appointing him is not personally present and generally to perform all functions of his appointor as a director in his absence.
- 46 As between the appointing director and the alternate the alternate director shall be responsible for his own acts and defaults and shall not be deemed to be an agent of the director appointing him.

SECRETARY

- 47 Subject to section 13(5) of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit and any secretary so appointed may be removed by it
- 48 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

- 49 The Company shall not have a seal.

ACCOUNTS

- 50 The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
- 51 The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
- 52 The Board shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets group accounts (if any) and reports as are referred to in those provisions.

- 53 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

- 54 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

- 55 A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, at the expiration of 24 hours after the letter containing the same is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post. A member present, either in person or by proxy, at any meetings of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 56 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting,

- (c) the auditor for the time being of the Company, and
- (d) each director.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

- 57 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES

- 58 The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (a) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (b) The conduct of members of the Company in relation to one another, and to the Company's employees.
 - (c) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - (d) The procedure at general meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these presents.

- (e) And generally all such matters as are commonly the subject matter of Company rules.
- 59 The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto, and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which, so long as they shall be in force, shall be binding on all members of the Company. Provided nevertheless that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

INDEMNITY

- 60 In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every director shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the director who is sought to be made liable.

Name and signature of Company Secretary:

Vaughan

Dated 14/3 2003

Witness to the above signature:

Witness Signature:

V. Leeson

Witness Name:

VIVIEN LEESON