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Company No. 4537748

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CAPCON SURVEILLANCE BUREAU LIMITED

(Adopted by Special Resolution passed on *1 November* 2004)

1. PRELIMINARY

1.1 The regulations in Table A (as set out in the Schedule to the Companies Act 1985 (Companies (Tables A to F) Regulations 1985 SI 1985 No. 805)) shall apply to the Company, save in so far as the Articles set out below disapply or modify them. References to Regulations are to Regulations in Table A.

1.2 In these Articles:-

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"Articles"	means the articles of the Company and "Article" shall be construed accordingly;
"Auditors"	means the auditors of the Company for the time being;
"Board"	means the directors of the Company from time to time or the directors present at a meeting of directors at which a quorum is present or any duly authorised committee thereof and "Director" and "Directors" shall be construed accordingly;
"Business Day"	means any day other than Saturday, Sunday or any day which is a public holiday in the place or places at which the transaction in question is being effected or the notice in question being received;
"clear days"	in relation to the period of a notice means 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;
"Group"	means the Company and any company that shall in relation to the Company be a subsidiary or holding company or a subsidiary of any such holding company
"holder"	in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
"Member"	means any holder for the time being of shares in the Company;
"office"	means the registered office of the Company;
"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;
"subsidiary"	means a subsidiary of the Company as defined in section 736 of the Act and "holding company" means a holding company as defined in section 736 of the Act;
"United Kingdom"	means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

2. SHARES

2.1 The authorised share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

2.2 Directors' authority to allot securities

Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors who may allot, grant rights, option or warrants to subscribe over or in respect of or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

2.3 The Directors may exercise any power of the Company to allot relevant securities with a nominal value of up to the amount of the authorised but unissued share

capital of the Company at the date of adoption of these Articles but so that this authority, which is general and unconditional, shall expire on the day falling 5 years after the date of adoption of these Articles. However, the Company may make offers or agreements prior to the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to the authority notwithstanding that the authority has expired if they are allotted in pursuance of any such offer or agreement as aforesaid made by the Company prior to such expiry. Words and expressions defined in Section 80 of the Act shall bear the same respective meanings for the purposes hereof.

- 2.4 The Directors may allot equity securities (as defined in Section 94 of the Act) pursuant to the authority contained in Article 2.3 as if Section 89(1) of the Act did not apply to the allotment of any such securities.
- 2.5 With and subject to any incident authority and/or consent required by law, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder and may purchase its own shares (including any redeemable shares) and may make any payment for such purpose, including a payment otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Regulation 3 shall not apply.
- 2.6 Without prejudice to the provisions of Regulation 4, the Company may pay such commissions out of profits or reserves (provided, in the case of shares, that such reserves are not and do not represent capital money) and/or such brokerage on or in connection with any offer or issue of shares or debentures, or rights to subscribe for shares or debentures, as may be lawful.

3. LIEN

The Company shall have a first and paramount lien on every share (whether or not fully paid) for all indebtedness to the Company of the holder or, as the case may be, the beneficial owner thereof (whether or not arising in respect of such share and whether or not payable on or prior to the date of allotment or issue thereof). Such lien shall be without prejudice to any rights given to or reserved by the Company on allotment or issue. The first sentence of Regulation 8 shall not apply.

4. CALLS ON SHARES AND FORFEITURE

An amount payable in respect of a share on or prior to allotment or at any fixed date shall be deemed to be a call due and payable on the stipulated date of payment and the person liable to pay such call shall be (in the case of the amount payable on or prior to allotment) the allottee and (in any other case) the holder or, if no person has yet been entered in the register of members as the holder thereof on such fixed date, the allottee or his renouncee (if any) on such fixed date. Regulations 12, 13 and 16 shall be modified accordingly.

5. TRANSFER OF SHARES

- 5.1 The Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of a share (whether fully paid or not), provided that any shares may at any time be transferred by any Member being a company to a member of the same group as the transferor company.

5.2 Any share may at any time be transferred to any person firm or company with the consent in writing of Members holding not less than 90% of the issued share capital at the relevant date of transfer. Any such consent may be unconditional or subject to any terms or conditions and in the latter case any share so transferred shall be held subject to such terms and conditions.

5.3 For the purposes of this Article:

- (a) the word "**company**" includes any body corporate;
- (b) the expression "**member of the same group**", as regards any company, means a company which is for the time being a holding company or a subsidiary of that company or of any such holding company.

6. GENERAL MEETING

If there are not within Great Britain sufficient Directors to call a general meeting, a general meeting may be called by any Member or Members holding in aggregate not less than one-tenth of such of the paid-up capital of the Company as then carries the right of voting at the general meetings of the Company or, as the case may be, by any Director. The last sentence of Regulation 37 shall not apply.

7. NOTICE OF GENERAL MEETINGS

An extraordinary general meeting called for the passing of a resolution appointing or reappointing a person as a Director shall be called by at least fourteen clear days' notice or such shorter notice as may be agreed as provided in Regulation 38. The requirement in Regulation 38 for at least twenty-one clear days' notice in the case of an appointment shall not apply.

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 No resolution shall be voted on and no other business shall be transacted at any meeting unless a quorum is present when such vote is taken or other business is transacted and no such resolution or transaction shall be effective unless a quorum is so present. The first sentence of Regulation 40 shall be modified accordingly.

8.2 If a quorum is not present within half an hour from the time appointed for a meeting, or if during such meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day within 21 days thereafter and/or at such other time and place as the Directors may determine except that, if the meeting was called by or convened upon the requisition of Members, it shall not be so adjourned but shall be dissolved. The quorum for any such adjourned meeting shall be the holder or holders of not less than fifty per cent. (50%) of the issued share capital of the Company at the date of the original notice convening such meeting. Regulation 41 shall not apply.

8.3 A poll may be demanded at any meeting by the Chairman or by a Member having the right to vote at the meeting but not otherwise. Regulation 46 shall be modified accordingly. Regulation 46 shall not apply to the Company and (for the avoidance of doubt) in the event of an equality of votes the Chairman shall not have an additional or casting vote.

- 8.4 A resolution in writing signed or approved by telegram, telefax or telex by or on behalf of the holders of the whole of such of the paid-up capital of the Company as then carries the right of voting at general meetings of the Company shall be as effectual as if the same had been duly passed at a general meeting duly convened and held and may consist of several documents each so signed or containing such approval by or on behalf of one or more holders. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall not apply.
- 8.5 The instrument appointing a proxy to vote at a general meeting of the Company or at a separate meeting of the holders or any class of shares in the Company and any authority under which it is executed or a copy of such authority certified by or on behalf of a firm of solicitors or in some other way approved by the Directors may:
- (a) be deposited at the office or at such other place within Great Britain as is specified in, or by way of note to, the notice convening the meeting at which the person named in the instrument proposes to vote by virtue thereof or in, or by way of note to, any instrument of proxy sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or (if it is adjourned) the adjourned meeting; or
 - (b) in the case of a poll taken at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the Secretary before the time for holding the poll; or
 - (c) in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting at which it was demanded, be delivered to the Secretary not less than one hour before the time for holding the poll; and an instrument of proxy which is not deposited or delivered with any such authority or copy thereof as aforesaid in a manner so permitted shall be invalid. Regulation 62 shall not apply.

9. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than three. Regulation 64 shall not apply.

10. ALTERNATE DIRECTORS

- 10.1 Any Director (other than an Alternate Director) may appoint any other Director, or (subject to approval by a resolution of the Directors) any other person willing to act to be an Alternate Director with effect from such date as may be specified in the notice of appointment or, if no date is specified, forthwith upon such appointment. If an appointment requiring approval by resolution of the Directors has not been so approved prior to the date such appointment would otherwise come into effect, it shall not come into effect until it is so approved. The same person may be appointed as the Alternate Director of more than one Director. Unless otherwise agreed between the Alternate Director and his appointor and subject to the provisions of these Articles, the Alternate Director shall vote as directed by his appointor and unless so directed shall vote as he in his absolute discretion shall think fit. Regulation 65 shall not apply.

- 10.2 An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of Committees of Directors of which his appointor is a Member unless he is absent from Great Britain at the time the notice is issued except that if the meeting is to be held more than one Business Day after the notice is issued and he returns to his normal place of business at least one Business Day prior to the holding of the meeting and notifies the Secretary or chairman of his return such notice shall be given to him as soon as practicable. Subject to the provisions of these Articles, an Alternate Director shall be entitled to attend and vote at any such meeting as aforesaid at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a director. An Alternate Director shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. However, an Alternate Director who is not a Director may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of Directors or Committees of Directors or otherwise in connection with the discharge of his duties as such Alternate Director as the Directors (or any Director authorised in that behalf by the Directors) may approve. Regulation 66 shall not apply.
- 10.3 A Director may at any time revoke the appointment of the Alternate Director appointed by him and the Alternate Director shall cease to be an Alternate Director with effect from the date specified in the notice of revocation or, if no date is specified, forthwith upon such revocation. An Alternate Director shall in any event cease to be the Alternate Director for any appointor if such appointor ceases to be a Director.
- 10.4 A person appointed as an Alternate Director who is not a Director is not and shall not be deemed to be a Director by reason of such appointment and except as provided in these Articles shall not have power to act as a Director. However, such an Alternate Director shall owe the Company the same fiduciary duties and duty of care and skill in relation to his conduct as an Alternate Director as are owed by a Director. Subject as provided in Article 14.7, the provisions of these Articles relating to whether or not a Director may vote or be counted in the quorum on resolutions concerning matters in which such Director, has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply to every such Alternate Director *mutatis mutandis*. The provisions of Regulations 85 and 86 (as modified by Articles 15.1 and 15.2 respectively) shall apply to Alternate Directors except that Regulation 85(b) shall extend to the Company in addition to the bodies corporate referred to therein. An Alternate Director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor.
- 10.5 Subject to the approval by resolution of the Directors when required pursuant to Article 10.1, all appointments and revocations of appointments of Alternate Directors shall be made by notice in writing (including a telex facsimile cable or telegram) to the Company signed by or otherwise emanating from the appointor. Regulation 68 shall not apply.

11. APPOINTMENT AND RETIREMENT OF DIRECTORS

11.1 No person shall be appointed a Director at any general meeting unless:

- (a) he is recommended by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

11.2 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

11.3 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to Directors retiring by rotation shall be disregarded.

12. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated in any of the events specified in Regulation 81.

13. DIRECTORS' APPOINTMENTS AND INTERESTS

13.1 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 may notwithstanding his office hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company and be remunerated therefor and he shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly. The last sentence of Regulation 84 shall not apply.

13.2 For the purposes of Regulation 85 (as modified by Article 13.1) a Director shall be deemed to be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of Section 317 of the Act. In the case of any transaction or arrangement with the Company in which the Director is interested before it is made or entered into, a general notice given by a Director and which otherwise complies with Regulation 86(a) shall not be a disclosure as provided therein unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the Director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.

14. PROCEEDINGS OF DIRECTORS

- 14.1 It shall not be necessary to give notice of a meeting of Directors to a Director who is absent from Great Britain at the time the notice is issued except that if the meeting is to be held more than one Business Day after such notice is issued and he returns to his normal place of business at least one Business Day prior to the holding of the meeting and notifies the Secretary or Chairman of his return such notice shall be given to him as soon as practicable. If the same person is the Alternate Director for more than one Director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of each such appointor on a cumulative basis in addition (if he is himself a Director) to his own vote. In the event of an equality of votes, the Chairman shall not have an additional or casting vote. Regulation 88 shall be modified accordingly.
- 14.2 If a person is present at a meeting of Directors as an Alternate Director (whether or not he is also a Director) and provided that at least one other person is personally present and (apart from this Article) counted in the quorum, he shall, if his appointor or, if he is the Alternate Director for more than one Director, any of his appointors is not personally present, be counted in the quorum separately in respect of such appointor or, as the case may be, each of such appointors on a cumulative basis in addition (if he is himself a Director) to being counted in the quorum as such Director. Regulation 89 shall be modified accordingly.
- 14.3 The provisions of Regulation 92 shall apply to resolutions in writing of Directors and shall extend to include Alternate Directors. Regulation 92 shall be modified accordingly.
- 14.4 A resolution in writing signed or approved by telegram, telefax or telex by all the Directors entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents each so signed or containing such approval by one or more Directors. If any Director is for the time being unable to attend meetings of Directors through ill-health or disability or is for the time being away from Great Britain, the signature or approval in the requisite manner by the Alternate Director (if any) appointed by him of a resolution in writing shall be as effective as the signature or approval of such Director. Regulation 93 shall not apply.
- 14.5 Any Director or Alternate Director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly.
- 14.6 Subject to the provisions of the Act, a Director may vote at a meeting of Directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 (other than a resolution for the approval of an Alternate Director appointed by him) provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by Article 13.2) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- 14.7 If an Alternate Director has an interest in a matter for the purposes of Regulation 94 only because he is treated as having an interest of his appointor or one of his appointors and such Alternate Director is himself a Director and/or is also an Alternate Director for any other Director or Directors not personally present at the meeting, Regulation 94 (as modified by Article 14.6) shall apply separately to each of

the votes to which he is entitled on a cumulative basis and (notwithstanding that he is so treated as having an interest and provided he is not for another reason precluded from voting) he may vote and shall be counted in the quorum in respect of his office as Director and as Alternate Director for such other Director or Directors. Regulations 94 (as modified as aforesaid) and 95 shall be modified accordingly.

15. NOTICES

The Company may send or deliver any document (including without limitation a certificate or allotment letter for any shares or other securities, options or rights) to any Member in the same manner as it may give notices to such Member. Any such document shall be so sent or delivered at the Member's risk. Regulation 112 shall be modified accordingly.

16. INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Auditor, Secretary or other officer of the Company (including Alternative Directors and members of any committee of Directors) shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any cost expense or other liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) 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. Regulation 118 shall not apply.