

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5038571

The Registrar of Companies for England and Wales hereby certifies that

P.F.A. TRAINING LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 9th February 2004



N05038571G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

CHFP025

5038571

Company Name in full

P.F.A. TRAINING LIMITED

I, IAN RICHARD ADAMSON

of 50 BROADWAY, WESTMINSTER, LONDON SW1H 0BL

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~person named as director or secretary of the
company to be formed or as director or secretary of the company to be
re-registered or as director or secretary of the company to be re-registered
and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters
precedent and incidental to it have been complied with.~~

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

IR Adamson

Declared at

CAMPBELL HOOPER
35 OLD QUEEN STREET
LONDON SW1H 9JD

Day Month Year

On

09 02 2004

① Please print name.

before me ①

JUSTIN PINCHES

Signed

[Signature]

Date

9/2/04.

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Bircham Dyson Bell

50 Broadway, Westminster, London, SW1H 0BL

2562524

Tel +44 (0)20 7227 7000

DX number 2317

DX exchange Victoria

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



LD1 0123
COMPANIES HOUSE 09/02/04

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

5038571

Company Name in full

P.F.A. TRAINING LIMITED

Proposed Registered Office

50 BROADWAY

(PO Box numbers only, are not acceptable)

WESTMINSTER

Post town

LONDON

County / Region

ENGLAND

Postcode

SW1H 0BL

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

BIRCHAM DYSON BELL

Address

50 BROADWAY

WESTMINSTER

Post town

LONDON

County / Region

ENGLAND

Postcode

SW1H 0BL

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Bircham Dyson Bell

50 Broadway, Westminster, London, SW1H 0BL

Tel +44 (0)20 7227 7000

DX number 2317

DX exchange Victoria

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



LD1
COMPANIES HOUSE

L9NKGSGP
0124
09/02/04

Company Secretary (see notes 1-5)

Company name P.F.A. TRAINING LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) BROADWAY SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

50 BROADWAY

WESTMINSTER

Post town LONDON

County / Region

Postcode SW1H 0BL

Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

BROADWAY SECRETARIES
LIMITED / R Adams

Date 09/02/2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) BROADWAY DIRECTORS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

50 BROADWAY

WESTMINSTER

Post town LONDON

County / Region

Postcode SW1H 0BL

Country ENGLAND

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

PLEASE SEE ATTACHED

I consent to act as director of the company named on page 1

Consent signature

BROADWAY DIRECTORS
LIMITED / R Adams

Date 09/02/2004

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**BROADWAY DIRECTORS
LIMITED***R. Hansen
Director*

09/02/2004

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES***hmh/y039137***Go Back**

Name : BROADWAY DIRECTORS LIMITED
Nationality : BRITISH
Latest Address : 50 BROADWAY
WESTMINSTER
LONDON
Postcode : SW1H 0BL

Date of Birth:

Company Appointments : Current : 2

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR	Appointed: 30/11/2000
Occupation :	LIMITED COMPANY
Company Number:	<u>03472824</u>
Company Name:	SIGMA MICRON UK LIMITED
	Active
DIRECTOR	Appointed: 19/11/2002
Occupation :	CORPORATE BODY
Company Number:	<u>04594342</u>
Company Name:	COMBEHAVEN MANAGEMENT LIMITED
	Active

This screen does not include appointments with LLP's.

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES***hnh/y039137***Go Back**

Name : BROADWAY DIRECTORS LIMITED
Nationality : BRITISH
Latest Address : 50 BROADWAY
WESTMINSTER
LONDON
Postcode : SW1H 0BL

Date of Birth:

Company Appointments : Current : 28

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed: 04/07/2002
Occupation : CORPORATE BODY
Company Number: 04477368
Company Name: DRAKES NATIONAL ENFORCEMENT OFFICE
LIMITED
Active

DIRECTOR Appointed: 06/09/2002
Occupation : CORPORATE DIRECTOR
Company Number: 04528802
Company Name: ROSEMARY'S PARLOUR MANAGEMENT
LIMITED
Active

DIRECTOR Appointed: 11/02/2003
Occupation : CORPORATE BODY
Company Number: 04662439
Company Name: SINOVAION LIMITED
Active

DIRECTOR Appointed: 12/04/2002
Occupation : CORPORATE BODY
Company Number: 04415718
Company Name: HARTFIELD INVESTMENTS
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 12/04/2002
CORPORATE BODY
04415725
GARWISH INVESTMENTS
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 22/04/2002
CORPORATE BODY
04091543
RON WALTON AND ASSOCIATES LIMITED
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 10/12/2002
F/A
04613325
THE ENFORCEMENT SERVICES ASSOCIATION
LIMITED
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 10/12/2002
F/A
04613343
THE ENFORCEMENT OFFICERS ASSOCIATION
LIMITED
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 12/02/2003
CORPORATE BODY
04664873
LEADER PACKAGING LIMITED
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 24/02/2003
CORPORATE BODY
04676345
THE ACCESSORY GROUP LIMITED
Active

DIRECTOR
Occupation :
Company Number:
Company Name:

Appointed: 11/03/2003
CORPORATE BODY
04693563
BDBCO NO. 599 LIMITED
Active

DIRECTOR
Appointed: 08/06/2003

Occupation : CORPORATE BODY
Company Number: 04791443
Company Name: THE TREE FAIRIES LIMITED
Active

DIRECTOR
Appointed: 08/06/2003
Occupation : CORPORATE BODY
Company Number: 04791556
Company Name: B-PLAN INTERIORS LIMITED
Active

DIRECTOR
Appointed: 01/08/2003
Occupation : CORPORATE BODY
Company Number: 04854082
Company Name: BDBCO NO.604 LIMITED
Active

DIRECTOR
Appointed: 15/08/2003
Occupation : LIMITED COMPANY
Company Number: 04868228
Company Name: BDBCO NO.618 LIMITED
Active

DIRECTOR
Appointed: 15/08/2003
Occupation : LIMITED COMPANY
Company Number: 04868915
Company Name: HIGHGATE FILMS LIMITED
Active

DIRECTOR
Appointed: 15/08/2003
Occupation : LIMITED COMPANY
Company Number: 04868917
Company Name: BDBCO NO. 621 LIMITED
Active

DIRECTOR
Appointed: 15/08/2003
Occupation : CORPORATE BODY
Company Number: 04868922
Company Name: BDBCO NO.619 LIMITED
Active

DIRECTOR
Appointed: 18/08/2003
Occupation : CORPORATE BODY
Company Number: 04870036

Company Name: MARKETCONNECT (UK) LIMITED
Active

DIRECTOR Appointed: 22/08/2003
Occupation : CORPORATE BODY
Company Number: 04875706
Company Name: ALLOSTEM LIMITED
Active

DIRECTOR Appointed: 09/10/2003
Occupation : CORPORATE BODY
Company Number: 04926894
Company Name: WALKWEAR LIMITED
Active

DIRECTOR Appointed: 09/10/2003
Occupation : CORPORATE BODY
Company Number: 04927339
Company Name: EIRX THERAPEUTICS PLC
Active

DIRECTOR Appointed: 03/11/2003
Occupation : COMPANY LIMITED
Company Number: 04951548
Company Name: THE ETHICAL FOOD COMPANY LIMITED
Active

DIRECTOR Appointed: 09/01/2004
Occupation : CORPORATE BODY
Company Number: 05011309
Company Name: BDBCO NO.630 LIMITED
Active

DIRECTOR Appointed: 09/01/2004
Occupation : CORPORATE BODY
Company Number: 05011494
Company Name: BDBCO NO. 629 LIMITED
Active

DIRECTOR Appointed: 09/01/2004
Occupation : CORPORATE BODY
Company Number: 05011502
Company Name: TASK ENFORCEMENT LIMITED
Active

DIRECTOR Appointed: 12/01/2004
Occupation : FORMATION AGENT
Company Number: 05012044
Company Name: TASK GROUP LIMITED
Active

DIRECTOR Appointed: 12/01/2004
Occupation : FORMATION AGENT
Company Number: 05012046
Company Name: BDBCO NO.631 LIMITED
Active

This screen does not include appointments with LLP's.

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES***hnh/y039137***Go Back**

Name : BROADWAY DIRECTORS LIMITED
Nationality : BRITISH
Latest Address : 50 BROADWAY
LONDON
Postcode : SW1H 0BL

Date of Birth:**Company Appointments : Current : 2**

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed: 05/06/2003
Occupation : CORPORATE BODY
Company Number: 04789371
Company Name: BDBCO NO. 786 LIMITED
Active

DIRECTOR Appointed: 09/06/2003
Occupation : CORPORATE BODY
Company Number: 04793021
Company Name: B-PLAN DESIGNS LIMITED
Active

This screen does not include appointments with LLP's.

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES***hmlh/y039137***Go Back**

Name : **BROADWAY DIRECTORS LIMITED**
Nationality : **BRITISH**
Latest Address : **50 BROADWAY**
WESTMINSTER
LONDON
Postcode : **SW1H 0BL**

Date of Birth:

Company Appointments : Current : 1

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR **Appointed: 01/08/2003**
Occupation : **CORPORATE BODY**
Company Number: **04853211**
Company Name: **ANSERES PLACE MANAGEMENT LIMITED**
Active

This screen does not include appointments with LLP's.

**PERSONAL APPOINTMENTS
WITH LIMITED COMPANIES***hmlh/y039137***Go Back**

Name : **BROADWAY DIRECTORS LIMITED**
Nationality : **BRITISH**
Latest Address : **50 BROADUWAY**
WESTMINSTER
LONDON
Postcode : **SW1H 0BL**

Date of Birth:

Company Appointments : Current : 1

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR **Appointed: 09/10/2003**
Occupation : **COMPANY LIMITED**
Company Number: **04926969**
Company Name: **THE SPORTS NEXUS**
Active

This screen does not include appointments with LLP's.

070 543



COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

P.F.A. TRAINING LIMITED

Incorporated the day of 2004

- 1 The name of the company (hereinafter called "the Company") is P.F.A. Training Limited.
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established ("the Objects") are:
 - 3.1 to provide training for individuals in public finance and accountancy; and
 - 3.2 to provide work experience in public finance and accountancy for individuals involved in such training.
- 4 The Company shall have the following powers exercisable in furtherance of the Objects but not otherwise, namely:
 - 4.1 to accept a transfer of any property, assets, undertaking, functions, responsibilities and liabilities conducive to the realisation of the Objects;
 - 4.2 to act as trustee of any trust comprising real or personal estate;
 - 4.3 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
 - 4.4 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;



- 4.5 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 4.6 to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 4.7 to accept subscriptions, donations, devises and bequests of, any real or personal estate;
- 4.8 to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate;
- 4.9 to maintain and alter any real or personal estate as are necessary for any of the Objects;
- 4.10 (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.11 to erect, maintain, improve, or alter any buildings for the time being belonging to the Company;
- 4.12 to issue appeals, hold public meetings, establish subscription arrangements and support groups and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, grants, subscriptions or otherwise;
- 4.13 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.14 to make reasonable charges for any services the Company may provide in pursuit of the Objects;
- 4.15 to borrow or raise money for the purposes of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit including making reasonable charges for any services it may provide;
- 4.16 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any purpose of the Company;
- 4.17 to lend money and give credit, to take security for loans or credit and to guarantee and become or give security for the performance of contracts by any person or persons;
- 4.18 to undertake, execute and act as trustee of any trusts;
- 4.19 to establish or promote any other company alone or jointly with others;
- 4.20 to carry on trade;
- 4.21 to establish, develop and maintain links and to exchange information with other bodies at local, national and international level in order to promote the Objects;

- 4.22 to invest the money of the Company not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner, and subject as provided below;
- 4.23 to invest and deal with the monies of the Company not immediately required for its purposes on such terms as the board of directors of the Company ('the Board') may think fit in any private limited company in which the Company holds shares;
- 4.24 to make any charitable donation either in cash or assets;
- 4.25 to set aside funds for special purposes or as reserves against future expenditure;
- 4.26 to delegate the management of investments to a financial expert;
- 4.27 to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Board or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.28 to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Company;
- 4.29 to enter into arrangements with any body of persons whether corporate or unincorporate formed for all or any of the Objects or for any purpose analogous thereto with a view to the promotion of the Objects and to contribute to or receive contributions from the funds of any such body upon such terms and conditions as the Company may think proper, subject nevertheless to the provisions of this Memorandum;
- 4.30 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects;
- 4.31 to obtain any Act of Parliament or other order or authority which will assist the Company to carry the Objects into effect or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Company;
- 4.32 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- 4.33 to insure and arrange insurance cover of every kind and nature in respect of the Company, its property and assets and in respect of and for the purpose of providing indemnity for itself, its directors ('the Directors'), officers, servants and voluntary workers and its members from and against all risks directly or indirectly incurred in the course of the Company's activities and in the performance of their duties by such Directors, officers, servants, voluntary workers and members as may be thought fit;
- 4.34 to provide indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in

relation to the Company provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;

4.35 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;

4.36 to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company;

4.37 to make such articles of association, rules, regulations and bye-laws as are necessary in the opinion of the Board for the efficient running of the Company;

4.38 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company as a company;

4.39 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

5 The liability of the members is limited.

6 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding £1.

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 be paid to or distributed among the members of the Company.

I the person whose name and address are subscribed am desirous of being formed into a Company in pursuance of this Memorandum of Company.

**Name and address
of Subscriber**

Name: Broadway Directors Limited

Address: 50 Broadway
Westminster
London
SW1H 0BL

Signed:

**BROADWAY DIRECTORS
LIMITED** */R Adams
Director.*

Dated the 9th day of February 2004

Witness to the above Signature:

Full name: HARRY MUNGO HARE

Address: 50 BROADWAY
WESTMINSTER
LONDON SW1H 0BL

Occupation: TRAINEE SOLICITOR

Signed:

Harry Hare

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

P.F.A. TRAINING LIMITED

Interpretation

1 In these Articles:

"The Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
"The Articles"	the Articles of the Company
"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
"Electronic Communication" and "Communication"	have the meaning given by the Electronic Communications Act 2000
"Executed"	includes any mode of execution
"In writing"	includes, without limitation, electronic communications
"Office"	the registered office of the Company
"The Seal"	the common seal of the Company (if any)
"Secretary"	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
"The United Kingdom"	Great Britain and Northern Ireland

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

Members

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
- 3 A member may at any time withdraw from the Company by giving at least one year's notice to the Company. Membership shall not be transferable and shall cease on death.

General meetings

- 4 The Company shall in each calendar 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; and 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 in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

Notice of general meetings

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 6.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- 6.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and to the directors and auditors.

- 7 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

- 8 No business shall be transacted at any meeting unless a quorum is present. So long as there shall be a single member of the Company, one person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If the number of members from time to time is more than one, the quorum shall be two.
- 9 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 time as the directors may determine.
- 10 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 11 If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 12 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 13 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven Clear Days' notice shall be given specifying the time and place of the

adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 14 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

14.1 by the chairman; or

14.2 by at least two members having the right to vote at the meeting; or

14.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

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

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

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

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

- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote and the related resolution shall be deemed to be lost.

- 19 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 20 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case

at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

- 21 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

- 22 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 23 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 24 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 25 An appointment of a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):
- I/We [] of [] being a member/members of the above-named Company, hereby appoint [] of [] or failing him [] of [] as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] and at any adjournment thereof.
- Signed on
- 26 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as

near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

I/We [] of [] being a member/members of the above-named Company, hereby appoint [] of [] or failing him [] of [] as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] and at any adjournment thereof.

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

Resolution No 1 †for †against

Resolution No 2 †for †against

† strike out whichever is not desired.

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

Signed this day of 200[]

- 27 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
- 27.1 in the case of an instrument in writing be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 27.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- 27.2.1 in the notice convening the meeting, or
- 27.2.2 in any instrument of proxy sent out by the company in relation to the meeting, or
- 27.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 27.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- 27.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and in the next, "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

- 28 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited or where the appointment of the proxy was contained in an electronic communication at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Number of directors

- 29 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one. The number of directors shall be equal in number to the number of members each of which, while it remains a member of the Company, shall at all times provide a person to be a director of the Company.

Alternate directors

- 30 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 31 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, to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 32 An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

- 33 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other matter approved by the directors.
- 34 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Powers of directors

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

Delegation of directors' powers

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

Appointment of directors

- 38 Each member shall:
- 38.1 appoint one person as a director of the Company;
- 38.2 remove and replace that director from time to time as the member sees fit upon giving written notice thereof to the Company.

Disqualification and removal of directors

- 39 The office of a director shall be vacated if:
- 39.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

- 39.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 39.3 he is, or may be, suffering from mental disorder and either:
- 39.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - 39.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 39.4 he resigns his office by notice to the Company;
- 39.5 he is removed from office by the member by whom he was appointed; or
- 39.6 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Remuneration of directors

- 40 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

Directors' expenses

- 41 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committee of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Directors' appointments and interests

- 42 Subject to the provisions of the Act (and to any other statutory or other legal constraints that apply), the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine. Any appointment of a director to an executive office shall terminate if he ceases to be a director.

Proceedings of directors

- 43 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall,

call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 44 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one (if the number of members of the Company is one) and shall be two if there are two or more members of the Company.
- 45 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 46 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 47 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 48 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors as (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 49 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- 49.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- 49.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 49.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- 49.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 50 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 51 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 52 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 53 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Secretary

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

Minutes

- 55 The directors shall cause minutes to be made in books kept for the purpose:
- 55.1 of all appointments of officers made by the directors; and
- 55.2 of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

The seal

- 56 The Seal (if any) shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

President, vice-presidents and patrons

- 57 The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Company.

Notices

- 58 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
- 59 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. In this article and in Article 75, "address" in relation to electronic communications includes any number or address used for the purpose of such communications. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

- 60 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 61 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

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

Name: Broadway Directors Limited

Signed:

Dated the 9th day of February 2004

Full name: HARRY MUNGO HARE

Occupation: TRAINEE SOLICITOR

Signed:

Hand Here