

FILE COPY



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

Company No. 5096534

The Registrar of Companies for England and Wales hereby certifies that  
TALC LIMITED

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

Given at Companies House, Cardiff, the 6th April 2004



\*N05096534J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B

Package: 'Laserform'  
by Laserform International Ltd.

12

Please complete in typescript,  
or in bold black capitals.

CHFP025

Declaration on application for registration

5096834

Company Name in full

TALC Limited

I, Dawn Ann Stallwood

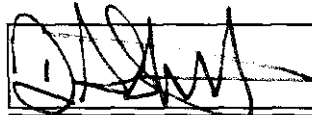
of Thomas Eggar Solicitors  
Chatham Court Lesbourne Road Reigate Surrey RH2 7FN

† 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 registered in the Register of Companies Act 1985~~† 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



Declared at

Chatham Court Lesbourne Road Reigate Surrey RH2 7FN

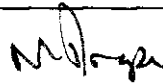
On Day Month Year  
05 04 2004

① Please print name.

before me ①

MICHAEL DINNER

Signed



Date

5 April 2004

† 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.

Thomas Eggar  
Chatham Court, Lesbourne Road, REIGATE, Surrey, RH2  
7FN

Tel 01737 237500

DX number 30400

DX exchange Reigate 1



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

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

Company Name in full

~~BERENDIPITY~~ LIMITED  
TALC

Proposed Registered Office

4th Floor Tolworth Tower

(PO Box numbers only, are not acceptable)

Ewell Road

Post town

Tolworth

County / Region

Surrey

Postcode

KT6 7EL

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

Address

Post town

County / Region

Postcode

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.

Thomas Eggar

Chatham Court, Lesbourne Road, REIGATE, Surrey, RH2  
7FN

Tel 01737 237500

DX number DX No

DX exchange Reigate 1

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

for companies registered in Scotland

DX 235 Edinburgh

C



**Company Secretary** (see notes 1-5)Company name **TALC**  
~~SERENDIPITY~~ LIMITED

NAME \*Style / Title MRS \*Honours etc

\* Voluntary details

Forename(s) JACQUELINE

Surname BARSON

Previous forename(s)

Previous surname(s)

Address ††

204 Fir Tree Road

Epsom Downs

Post town Epsom

County / Region Surrey

Postcode KT17 3NL

Country England

†† 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.

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

Consent signature

Date 5/4/2004

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title MR \*Honours etc

Forename(s) ALLEN RICHARD

Surname JACKSON

Previous forename(s)

Previous surname(s)

Address ††

Moorhurst Manor

Moorhurst Lane

Post town South Holmwood

County / Region Surrey

Postcode RH5 4LJ

Country England

†† 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.

Date of birth

Day Month Year

1 5 0 8

1 9 4 8

Nationality British

Business occupation

Company Director

Other directorships

See attached list

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

Consent signature

Date 5/4/2004

**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** 5/4/2004

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

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was** :
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

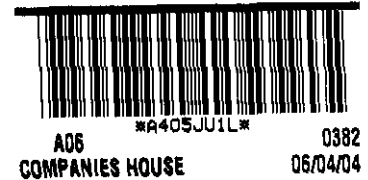
10,000 x 130375  
100

The Companies Acts 1985 – 1989  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TALC LIMITED



(Incorporated on 6 + 4A APRIL 2004)  
(Company Registration Number: 5096534)

1. The Company's name is "TALC LIMITED"
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - a) To carry on business as a general commercial company and without limitation to carry on the business of acquiring and holding controlling and other interests in the share or loan capital of any company or companies and in particular in companies engaged in the provision of training and educational services
  - b) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which it has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem to the board of directors to be desirable with respect to any business or operations of or generally with respect to any such company or companies
  - c) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
  - d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
  - e) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company.

- f) To borrow or raise money on such terms and on such security as may be thought fit.
- g) To invest the moneys of the Company not immediately required for its purposes 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 and subject also as hereinafter provided.
- h) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- i) To carry on any other trade business or activity whatsoever which may seem capable of being conveniently carried on in connection with any activity of the Company or may seem to the Company calculated directly or indirectly to benefit the Company and to do all such things as are incidental or conducive to the carrying on of any such trade, business or activity by it.
- j) To do all such things as are incidental to the attainment of furtherance of the said objects or any of them.
- k) To hire, rent or acquire by purchase, lease or license land, properties and buildings and to carry refurbishment and improvements thereto with a view to the conversion and use as educational centres and to provide all facilities, staff and services thereat.
- l) To publish, present, promote, organise, provide, manage and produce such leaflets, journals, magazines, booklets, literature, advertisements, films, radio and television broadcasts, lectures, exhibitions and displays necessary to the attainment of the objects of the Company and to enter into agreements or engagements with national governments and local and administrative authorities, individuals, firms, companies, societies and bodies established for similar purposes.
- m) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.



- n) To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- o) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think fit.
- p) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired
- q) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts or agents.
- r) To form a subsidiary company.
- s) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- t) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- u) To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- v) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the

Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- w) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- x) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- y) To acquire by subscription, purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- z) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- aa) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- bb) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction

of capital be made except with the sanction (if any) for the time being required by law.

cc) To apply the income of the Company, from wherever derived, to the promotion of the objects of the Company and if thought fit to distribute such income to its members, whether in cash or otherwise.

dd) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

ee) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or powers or any of them.

4. The objects and powers set forth in Clause 3 shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in Clause 3 or by the name of the Company. The Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the sub-clauses of Clause 3.

5. The liability of the members is limited

6. The Share Capital of the Company is £10,000, divided into £10,000 Shares of £1 each.

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

*Names and Address of Subscriber*

Allen Richard Jackson  
Moorhurst Manor  
Moorhurst Lane  
South Holmwood Surrey RH5 4LJ

*Number of shares taken by Subscriber*

100

Signature:

Allen Richard Jackson

Dated the 5<sup>th</sup> day of April 2004

WITNESS to the above signature:

*Witness Name*

Dawn Stallwood

*Witness Address*

: Chatham Court, Hesbourne Road, Reigate Surrey RH2 7FN

*Witness Occupation*

: Solicitor

**THE COMPANIES ACT 1985**  
**(As amended by the Companies Act 1989)**  
**Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION**

**of**

**TALC LIMITED**

(Incorporated on \_\_\_\_\_ 2004)  
(Company Registration Number: \_\_\_\_\_)

**PRELIMINARY**

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.  
  
(b) The Articles hereinafter contained, together with the Regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the Regulations of the Company.  
  
(c) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.  
  
(d) "Communication" means the same as in the Electronic Communications Act 2000.  
  
(e) "Electronic Communication" means the same as in the Electronic Communications Act 2000.
2. Pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the Company may be registered as a company having only one member or subsequently become so after incorporation. Whenever there shall be only one Member of the Company such Member may act alone in exercising all the powers, discretions and authorities vested in the Members. If the Company either becomes a company with only one member having been registered with more than one or becomes a company with more than one member having been registered with only one it shall insert a statement to the appropriate effect in the Register of Members and the date of the occurrence in accordance with Section 352A of the Act.

## INTERPRETATION

3. In Regulation 1 of Table A there shall be inserted before the words "office" and "secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any regulations adopting in whole or in part the same".

## ALLOTMENT OF SHARES

4. (a) Subject to the provisions hereinafter expressed, the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that:
- (i) save as provided in sub-paragraph (ii) below, the authority hereby given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
  - (ii) the Members in General meeting may by Ordinary Resolution:
    - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985), but such Resolution shall comply with the Act;
    - (b) revoke or vary any such authority (or renewed authority);
  - (iii) notwithstanding the aforementioned provisions of sub-paragraphs (i) and (ii) the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

Any reference hereto to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

- (b) In accordance with Section 91 of the Act, Sections 89(1), and 90(1) to (6) of the Act are excluded from applying to the Company.

## SHARES

5. (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

(b) Regulation 35 of Table A shall not apply to the Company.

(c) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.

(d) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

6. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

#### GENERAL MEETINGS AND RESOLUTIONS

7. (a) In accordance with Section 370A of the Act in the event that the Company shall have only one member a quorum at any General Meeting of the Company shall be one. Regulation 40 of Table A shall be modified accordingly.

(b) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.

(c) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.

(d) Regulations 38 and 59 of Table A shall be modified accordingly.

(e) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy

as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.

8. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

9. (a) Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of Table A shall not apply to the Company.

10. (a) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

(b) No person shall be appointed a Director at the General Meeting unless either:

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.

(e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

## PROCEEDINGS OF DIRECTORS

11. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

12. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

13. (a) A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

## BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

## GRATUITIES AND PENSIONS



16. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

#### DIVIDENDS

17. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

#### NOTICES

18. (a) Any notice or other document may be served on or delivered to any Member by the Company either:
- (i) personally; or
  - (ii) by sending it by post addressed to the Member at his registered address; or
  - (iii) by any form of electronic communication to an address from time to time notified to the company by the member for such purpose; or
  - (iv) by leaving it at his registered address addressed to the Member; or
  - (v) by any other means instructed in writing by the Member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

(b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. 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. Regulations 115 of Table A shall be modified accordingly.

#### EXECUTION OF DOCUMENTS

19. 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 a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever

form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors. Regulation 101 of Table A shall not apply to the Company.

### INDEMNITY

20. (a) The Company shall in accordance with Section 310(3) of the Act pay for any liability insurance and also indemnify any Director, Officer or Auditor 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 he is acquitted in any connection with an application under Section 144(3) or (4) or Section 727 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.

(b) Regulation 118 in Table A shall not apply to the Company.

### TRANSFER OF SHARES

21. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### *Names and Address of Subscriber*

Allen Richard Jackson  
Moorhurst Manor Moorhurst Lane  
South Holmwood  
Surrey RH5 4LJ

#### *Number of shares taken by Subscriber*

100

Signature:

Allen Richard Jackson

 Dated the 5<sup>th</sup> day of April 2004

WITNESS to the above signature:

Witness Name

: Dawn Stallwood

Witness Address

: Chatham Court, Lesbourne Road Reigate Surrey RH2 7FN

Witness Occupation

: Solicitor