

Company number: 5817791

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN Resolution of STANKERR LIMITED (the "Company")

11 November
2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions and that resolution 3 below is passed as an ordinary resolution (which resolutions are hereinafter collectively referred to as the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the existing authorised share capital of the Company comprising 100 Ordinary Shares of £1 each be reclassified to comprise 50 A Ordinary Shares of £1 each and 50 B Ordinary Shares of £1 each (the existing issued single Ordinary Share of £1 being deemed to be an A Ordinary Share of £1), such shares having the rights and obligation referred to in the Articles of Association to be adopted pursuant to resolution 2 below
- 2 THAT the Articles of Association in the form contained in the document marked B annexed hereto be adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association

ORDINARY RESOLUTION

- 3 THAT there be adopted, to the exclusion of all other memoranda of association, as the memorandum of association of the Company, the Memorandum of Association marked "A" annexed hereto

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

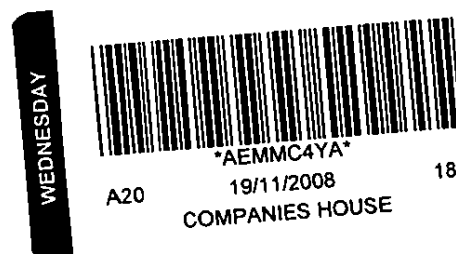
The undersigned person entitled to vote on the Resolutions on 11 November 2008, hereby irrevocably agrees to the Resolutions

Signed by

Director for and on behalf of Stankerr Limited

Dated

11 November 2008



NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Paul McLaughlin, Brodies LLP, 15 Atholl Crescent, Edinburgh, EH3 8HA
- **Post** returning the signed copy by post to Paul McLaughlin, Brodies LLP, 15 Atholl Crescent, Edinburgh, EH3 8HA
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to paul.mclaughlin@brodies.co.uk Please enter "Written resolutions dated []" in the e-mail subject box

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

- 3 Unless, by ^{9 December 2008} ~~LAPSE DATE~~, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

A

THE COMPANIES ACTS 1985, 1989 & 2006

Private company limited by shares

MEMORANDUM OF ASSOCIATION

LXB STANKERR LIMITED

COMPANY NUMBER:5817791

- 1 The Company's name is "LXB STANKERR LIMITED"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company
- 4 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things -
 - 4 1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
 - 4 2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
 - 4 3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

- 4 4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 4 5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- 4 6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 4 7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 4 8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 4 9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 4 10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 4 11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the

world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world

- 4 12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company 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 desirable with respect to any business or operations of or generally with respect to any such company or companies
- 4 13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 4 14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 4 15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 4 16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 4 17 To distribute among the members of the Company in kind any property of the Company of whatever nature
- 4 18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make

payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law), and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained

- 4 19 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition
- 4 20 To procure the Company to be registered or recognised in any part of the world
- 4 21 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 4 22 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them
- 4 23 AND so that -
 - 4 23 1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company
 - 4 23 2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
 - 4 23 3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

- 5 The liability of the members is limited
- 6 The Company's share capital is £100 divided into 50 A Ordinary Shares of £1 each and 50 B Ordinary Shares of £1 each

B

THE COMPANIES ACTS 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LXB STANKERR LIMITED

COMPANY NUMBER: 5817791

(ADOPTED BY SPECIAL RESOLUTION ON 11/11/2008)

- 1 In these Articles of Association (the "Articles") "Table A" means Table A set out in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies Act 1985 (Electronic Communications) Order 2000 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 as that Schedule was in force on the date of adoption of these Articles (the aforesaid Regulations being hereinafter called "Table A"), the "Act" means the Companies Act 1985 to 1989 including any statutory modification or re-enactment thereof for the time being in force and the "2006 Act" means the Companies Act 2006

- 1 1 The following regulations and (subject as provided in the articles) the regulations contained in Table A shall constitute the Articles of Association of LXB Stankerr Limited
 - 1 1 1 In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur

 - 1 1 2 Regulations 8, 17, 26, 33, 40, 50, 54, 64 to 69 (inclusive), 73 to 80 (inclusive), 82, 87, 88, 89, 90, 94 to 98 (inclusive), 101, 111, 112, 115 and 118 of Table A shall not apply the Company and the following Regulations in Table A shall be modified -
 - 1 1 2 1 Regulation 5, by (a) the replacement of the words from the beginning of the regulation up to and including "any trust" with the words "The Company shall be entitled but not bound to recognise any person as holding any share upon any trust or security", and (b) the addition at the end of the regulation of the words "If any trust or qualified title of the holder or any share is recognised by the Company, such recognition shall be for the purposes only of designation and shall not affect or modify the rights and liabilities of such Shareholder as regards the Company "

- 1 1 2 2 Regulation 18, so that there shall be held to be added to the end of the first sentence thereof the words "and all expense that may have been incurred by the Company by reason of such non-payment"
- 1 1 2 3 Regulation 19, by the addition at the end of the regulation of the words "and all calls or instalments (if any) paid, the Company being entitled to retain such sum (if any) paid up on any share so forfeited "
- 1 1 2 4 Regulation 32, by the addition to the original paragraph (b) of the words "But so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share"
- 1 1 2 5 Regulation 37, so that the words "not later than eight weeks" appearing therein shall be held to delete and the words "not later than six weeks" inserted in place
- 1 1 2 6 Regulation 38, by deleting "or a resolution appointing a person as a director"
- 1 1 2 7 Regulation 48, so that the words "but only with the consent of the Chairman" shall be held to be delete
- 1 1 2 8 Regulation 70, so that there shall be added to the end thereof a final sentence "The Directors shall have power to petition the Court in the name of the Company for the winding up of the Company "
- 1 1 2 9 Regulation 72, by deleting the words "one or more directors" and replacing them with "at least one A Director and one B Director"
- 1 1 2 10 Regulation 84, by the deletion of the final sentence
- 1 1 2 11 Regulation 109, by deleting the words "No member shall (as such) have any right of inspecting any accounting records" and replacing them with "A member shall, on giving reasonable notice, be entitled to inspect any accounting records of the Company during business hours"

2 SHARES

- 2 1 The authorised share capital of the Company as at the date of adoption of these articles of association is £100 divided into 50 A Shares of £1 each and 50 B Shares of £1 each. The A Shares and the B Shares constitute different classes of shares for the purpose of the Act. Save as expressly provided in these articles, the A Shares and the B Shares shall carry the same rights in all respects and the unissued shares in the capital of the Company (if any) shall be issued only so that the issued share capital of the Company shall always consist of A Shares and B Shares in the

foregoing proportions equal numbers such shares to be issued at the same time, at the same price and on the same terms as to date for payment

- 2 2 Except as may be agreed otherwise in writing by all the members for the time being of the Company or as otherwise provided in these Articles, the A Shares and the B Shares shall rank *par passu* in respect of the proportions payable to holders of the A Shares and to the holders of the B Shares of sums distributed by way of dividend or otherwise, on any return of capital or on a winding up of the Company
- 2 3 The rights attached to each class of share shall be deemed to be varied by the issue of any further shares and by any alteration to these Articles
- 2 4 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company, to allot and grant rights, to subscribe for or convert securities into shares of the Company to the extent of the unissued share capital of the Company as at the date of adoption of these Articles for a maximum period of one month from the date of adoption of these Articles, provided that no shares shall be issued at a discount
- 2 5 Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities pursuant to the authority contained in Article 8
- 2 6 The Company may by special resolution, whether or not all the shares for the time being authorised have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by the creation of new shares or such number and class as the special resolution prescribes
- 2 7 Except as provided in these Articles or by way of a subsequent resolution approved by the shareholders and each class of shareholder, the directors shall have no power to issue unissued shares and shall not allot, grant options, subscription or conversion rights over or otherwise dispose of them

3 LIEN

- 3 1 The Company shall have the first and paramount lien on every share for all the monies (whether presently payable or not) called in respect of that share. Subject to the provisions of the Act, the Company shall also have a first and paramount lien on all shares registered in the name of any member (whether solely or jointly with others) for all monies (whether presently payable or not) due to the Company from him or his estate, whether solely or jointly with any other person (whether presently payable or not) and whether the debt in respect of which the monies are due was incurred before or after notice to the Company of any equitable or other interest of any person other than the member. The Company's lien on a share shall extend to all dividends or other monies payable thereon or in respect thereof. The directors may at any time resolve, upon such terms as they may think fit, that any share be wholly or partially exempt from the provisions of this article

4 **DISENFRANCHISEMENT OF SHARES**

- 4 1 If shares are transferred otherwise than in accordance with Article 14, the shares transferred in breach of that article shall until that sale or transfer has been reversed carry no right to vote or to receive dividends or other distributions of the profits of the Company and shall be excluded from distributions of surplus assets of the Company on winding up or other return of capital and if while such shares are disenfranchised only one member's shares carry the right to attend and vote at general meetings -
- 4 2 provisions requiring two members to constitute a quorum in general meeting shall be modified to require only one member to be present,
- 4 3 the single member entitled to vote in general meeting shall be entitled to remove directors appointed by another member from the board of directors of the Company, and
- 4 4 provisions requiring two directors to constitute a quorum in board meetings shall be modified to require only one director to be present

5 **TRANSFER OF SHARES**

- 5 1 The provision of this Article 14 shall apply to the transfer of Shares
- 5 2 The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share unless it is a transfer of shares which has first been approved in accordance with Article 14 2
- 5 3 Shares may only be transferred with the written agreement (which may be in a shareholders' agreement or otherwise) of all shareholders provided that nothing in this Article shall preclude all (but not some only) of the shares held by a shareholder being transferred to another member of that shareholder's group (which for the purposes of this article shall mean that shareholder, its subsidiaries, its holding companies and any of such holding companies (where these expressions shall have the meanings given to them in the Act)) provided further that
- 5 3 1 prior to such transfer, the proposed transferee executes such deed of adherence as is required by the other shareholders in relation to any shareholders agreement then in force, and
- 5 3 2 if such transferee at any time ceases to be a member of the group of the original shareholder from which it, directly or indirectly, acquired the shares, it shall forthwith transfer all of the shares in the Company which it holds at that time to another member of that group

6 **GENERAL MEETINGS**

- 6 1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business A quorum shall be two members present in

person or by proxy of whom one shall be holder of A Shares and one shall be holder of B Shares unless all the holders of shares of any class have waived in writing the quorum requirements as regards that class whether for the meeting or business specified in the waiver or otherwise

- 6 2 Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the articles, on a show of hands each member present in person or by proxy shall have one vote and on a poll of each member present in person or by proxy shall have one vote for each share of which he is the holder provided that no share shall confer any right to vote upon a resolution for the removal from office of a director appointed by the holder of any other share
- 6 3 A poll may be demanded by any member and Regulation 46 shall be amended accordingly The chairman of any general meeting shall not have a casting or second vote

7 DIRECTORS

- 7 1 The number of directors shall be determined by Special Resolution of the Company, but subject to and in default of any such determination (subject to Article 13) unless and until so fixed there shall be two directors. There shall be no requirement for Directors to retire by rotation.
- 7 2 The holders of A Shares shall be entitled to appoint one director ("A Director") and the holders of the B Shares shall be entitled to appoint director ("B Director"). The holders of A Shares and the B Shares respectively shall be entitled to remove from office any director appointed by them, and to appoint another director in the place of any director appointed by them who for any reason ceases to be a director. Every such appointment or removal shall be in writing signed by or on behalf of all or a majority of the holders of the class of shares concerned and shall take effect upon delivery at the registered office.
- 7 3 The quorum necessary for the transaction of the business of the directors shall be two of whom one shall be a director appointed by the holders of A Shares (or the alternative of such a director) and one shall be a director appointed by the holders of the B Shares (or the alternate of such a director).
- 7 4 The A Director present at any meeting of the Board shall be entitled to one vote and the B Director present at any meeting of the Board shall be entitled to one vote. Questions arising at a meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote.
- 7 5 The continuing directors may at any time act notwithstanding any vacancy in their body, but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act for the purposes only of summoning a general meeting of the Company.
- 7 6 A meeting of the directors, or of a committee of the directors, may consist of a conference between directors who are not all in one place, but of whom each is able to speak to each of the others and to be heard by each of the others simultaneously. A director taking part in such a conference 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 group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "meeting" when referring to a meeting of the directors, or of a committee of the directors, in these Articles shall be construed accordingly.
- 7 7 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 7 8 Each director shall comply with his obligations to disclose his interest in a contract or arrangement with the Company in the manner provided by Section 317 of the Act and as provided by Sections 177 or 182 of the 2006 Act from the point of which the same come into force on 1 October 2008. In

accordance with Section 175 of the 2006 Act, the duty to avoid conflicts of interest shall not be infringed if such conflict arises due to any other directorship held by any director from time to time, if the matter has been authorised by the directors, and authorisation shall be deemed to be given if notification of such directorship has been given to the secretary

- 7 9 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested
- 7 10 Subject to the provision of these 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 by giving not less than 7 days' notice
- 7 11 Each director shall have the power by writing under his hand left at the registered office of the Company to nominate (1) any other director or (2) any person approved for that purpose by the other Directors, to act as his alternate director, and on such appointment being made the alternate director shall except as regards remuneration be subject in all respects to the terms and conditions existing with reference to the other directors of the Company, and each alternate director while so acting shall exercise and discharge all the functions, powers and duties of the director whom he represents Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate An alternate director shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director
- 7 12 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, 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

8 NOTICES

- 8 1 A document or notice to be given to any director or member shall be given by sending it by recorded delivery first class post (air mail if addressed overseas) in a prepaid envelope to his or its registered address or by facsimile established by fax transmission confirmation A document or notice shall be deemed to be delivered unless the contrary is proved 48 hours (5 days if addressed overseas) after posting or 24 hours after fax transmission

9 SEAL

- 9 1 If the Company has a seal it shall only be used with the authority of the directors or a committee of them 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 the secretary or second director The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal

10 WINDING UP

10 1 Notwithstanding anything else contained in these Articles, if either -

10 1 1 pursuant to any written agreement between all the members of the Company and the Company the Company is to be put into liquidation and a liquidator appointed but due to the neglect or default of a member of the Company such liquidation and appointment of a liquidator cannot proceed, or

10 1 2 one member is entitled to purchase the shareholding of the other member but its rights cannot be implemented due to the insolvency, administration, receivership, liquidation or loss of capacity of the directors of that member or such enforcement would otherwise be illegal or impossible,

10 2 the member wishing to proceed with such liquidation or purchase shall be entitled to convene an extraordinary general meeting of the Company for the purpose of considering and, if thought fit, passing a special resolution for the winding up of the Company and appointing a liquidator and at any such extraordinary general meeting -

10 2 1 the quorum shall be any one member present in person or by proxy or representative, Article 15, 16 and 17 shall not apply and Regulation 46 shall be amended accordingly, and

10 2 2 any share held by the member who is so entitled shall on a poll in respect of such resolution carry the right to 1000 votes per share

11 INDEMNITY

11 1 Subject to the provisions of Section 310 of the Act every Officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any applications under Sections 144 (3) and (4) or 727 of the Act in which relief is granted to him by the Court, and such indemnity shall extend to former Officers of the Company

11 2 The Directors shall have power to purchase and maintain for any Director or Officer of the Company insurance against any such liability as is referred to in section 310(1) of the Act