

FILE COPY



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

Company No. 6024169

The Registrar of Companies for England and Wales hereby certifies that
RUBEROID PENSION TRUSTEE 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 11th December 2006



N06024169F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

6024169

RUBEROID PENSION TRUSTEE LIMITED

I,

SARAH GAMMON

of

Hammonds, 2 Park Lane, Leeds

† 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 in the statement delivered to the Registrar under section 10 of the 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

S Gammon

Declared at

Pinsent Masons, 1 Park Row, Leeds

Day Month Year

on

29 11 2006

● Please print name

● before me

SHABANA MUNEEB

Signed

Shuneer

Date

29-11-2006.

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.

HAMMONDS (REF: LB), RUTLAND HOUSE, 148 EDMUND STREET,

BIRMINGHAM B3 2JR

Tel 0870 839 0000

DX number 708610

DX exchange BIRMINGHAM 17

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

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

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

A42
COMPANIES HOUSE

A85U5L3B

299

05/12/2006

Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

RUBEROID PENSION TRUSTEE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

APPLEY LANE NORTH	
APPLEY BRIDGE	
WIGAN	
LANCASHIRE	Postcode WN6 9AB

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

<input type="checkbox"/>	

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.

HAMMONDS (REF: LB), RUTLAND HOUSE, 148 EDMUND STREET,
BIRMINGHAM B3 2JR
Tel 0870 839 0000
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or

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

for companies registered in Scotland

DX 235 Edinburgh



A42 *A85U4L3A* 300
COMPANIES HOUSE 05/12/2006
A27 *HHUKKKBB* 295
COMPANIES HOUSE 07/11/2006

Company Secretary (See notes 1-5)

(continued)

Company name

RUBEROID PENSION TRUSTEE LIMITED

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title

* Honours etc

Forename(s)

Surname

THE TRUSTEE CORPORATION LIMITED (Company no 2038884)

Previous forename(s)

Previous surname(s)

Address

RUTLAND HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode B3 2JR

Country

UK

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

6.11.06

Company Secretary (See notes 1-5)

(continued)

Company name

RUBEROID PENSION TRUSTEE LIMITED

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title

* Honours etc

Forename(s)

NICHOLAS

Surname

KERSHAW

Previous forename(s)

Previous surname(s)

Address

CLARICK HOUSE, 55 SHELLEY CRESCENT

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LEEDS

County / Region

Postcode LS26 8ER

Country

UK

Day Month Year

Date of Birth

21 04 1966

Nationality

BRITISH.

Business occupation

AREA MANAGER LEEDS.

Other directorships

NONE.

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

Consent signature

Date

6.11.06

Company Secretary (See notes 1-5)

(continued)

Company name

RUBEROID PENSION TRUSTEE LIMITED

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

Name * Style / Title

* Honours etc

Forename(s)

ANDREW JOHN

Surname

SMITH

Previous forename(s)

Previous surname(s)

Address

129 SMITHY LANE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

KNIGHTON
MARKET DRAYTON

County / Region

Postcode TF9 4HP

Country

UK

Day Month Year

Date of Birth

1 4 0 2 1 9 5 9

Nationality

British

Business occupation

Director

Other directorships

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

Consent signature

Date

6.11.06

Company Secretary (See notes 1-5)

Company name		RUBEROID PENSION TRUSTEE LIMITED	
Name	* Style / Title	* Honours etc	
Forename(s)		MICHAEL LESLIE	
Surname		KIPPEN	
Previous forename(s)			
Previous surname(s)			
Address		SOUTHFIELD HOUSE, HIGH STREET	
Usual residential address		RODE	
For a corporation, give the registered or principal office address.		Post town	SOMERSET
County / Region		Postcode	BA11 6NZ
Country		UK	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 6.11.06	

Directors (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	* Honours etc	
Forename(s)		MICHAEL LESLIE	
Surname		KIPPEN	
Previous forename(s)			
Previous surname(s)			
Address		SOUTHFIELD HOUSE, HIGH STREET	
Usual residential address		RODE	
For a corporation, give the registered or principal office address.		Post town	SOMERSET
County / Region		Postcode	BA11 6NZ
Country		UK	
Date of Birth		Nationality	
Day Month Year		BRITISH	
21 01 1958			
Business occupation		COMPANY SECRETARY	
Other directorships		Industry wide Coal Staff Representative Scheme VERVE RECRUITMENT LTD Co-ord. (Ltd)	
I consent to act as director of the company named on page 1			
Consent signature		Date 6.11.06	

Directors (continued) (see notes 1-5)

Name	* Style / Title	<input type="text"/>		* Honours etc	<input type="text"/>
Forename(s)		<input type="text" value="JOHN"/>			
Surname		<input type="text" value="LINSDELL"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address		<input type="text" value="8 DORSET WAY"/>			
Usual residential address		<input type="text"/>			
For a corporation, give the registered or principal office address.		Post town	<input type="text" value="MAIDSTONE"/>		
County / Region		<input type="text" value="KENT"/>	Postcode	<input type="text" value="ME15 7EL"/>	
Country		<input type="text" value="UK"/>			
Date of Birth		Day	Month	Year	Nationality
		<input type="text" value="30"/>	<input type="text" value="03"/>	<input type="text" value="1950"/>	<input type="text" value="BRITISH"/>
Business occupation		<input type="text" value="General Manager"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text" value="John Linsdell"/>		Date	<input type="text" value="6.11.06"/>

This section must be signed by Either an agent on behalf of all subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Registered Number :

12030845/502

239471/20

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

007828

of

RUBEROID PENSION TRUSTEE LIMITED



- 1 The Company's name is Ruberoid Pension Trustee Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - 3.1 To undertake and carry on the office of trustee, custodian, custodian trustee, executor, administrator, liquidator, receiver, committee, attorney, agent, nominee or manager and any other office or situation of trust or confidence for any pension scheme(s) or trust fund(s) and to perform and discharge the duties, discretions and functions incidental thereto and generally to undertake and transact all kinds of trust and agency business, either gratuitously or otherwise, and to distribute, amongst the beneficiaries or other persons entitled to it, any income, capital or other monies, and for the purposes aforesaid, to acquire, hold, deal with, invest, lend, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of or grant any right or interest in, over or upon any real or personal property of any kind whatsoever and to undertake and carry on any business, undertaking or transaction and in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require; to do and execute all such acts and things, deeds and instruments as may be necessary to enable the Company to carry out its office and duties as aforesaid; and to make deposits, enter into recognisances and bonds and otherwise give security for the due execution of any such offices and functions as aforesaid.
 - 3.2 To carry on any other trade, business or activity whatsoever which, in the opinion of the Board of Directors, is or may be capable of being advantageously carried on or done by the Company in connection with or ancillary to any of the businesses or the general business of the Company, or further any of its objects.
 - 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any estate or interest in any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property or any kind for such consideration and on such terms as may be considered expedient.
 - 3.4 To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the

borrowings or raising of money by the Company to become a member of any building society.

- 3.5 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 3.6 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- 3.7 To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- 3.8 To make advances to customers and others with or without the security and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- 3.9 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Employers or the dependants or relations of such persons, 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 benefits for any such persons as aforesaid, their dependants or relations, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the one or some of the Employers or their employees or ex-employees, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of one or some of the Employers or their officers, employees, ex-officers or ex-employees.

For the purposes of this Memorandum of Association, "Employers" shall mean the sponsoring and participating employers of the pension scheme(s) or trust fund(s) for which the Company performs the function(s) described above, companies connected or associated with those employers and their predecessors and successors in business.

- 3.10 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.11 To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- 3.12 To pay for any property or rights acquired by the Company, either in cash or 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.

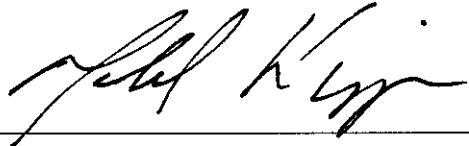
- 3.13 To accept payment of any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, 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, stock or securities so acquired.
- 3.14 To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- 3.15 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- 3.16 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.
- 3.17 To acquire and hold controlling interests in the share or loan capital of any company or companies and to provide practical, managerial and administrative advice, services and assistance for any company in which the Company is interested, and for any other company.
- 3.18 To sell, improve, manage, develop, exchange, let on lease, or otherwise, mortgage, charge, sell, turn to account, grant licences options, 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.
- 3.19 To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or in any other manner.
- 3.20 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.


- 3.21 To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.22 To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "**company**" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or the body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

- 4 The liability of the members is limited.
- 5 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 £10 (ten pounds).

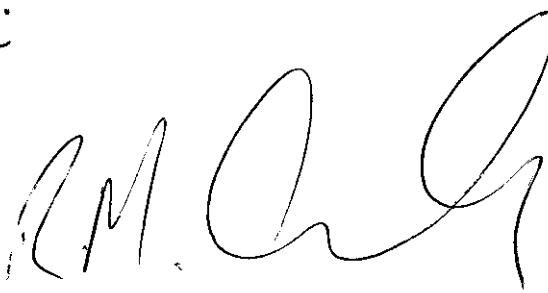
WE, the subscriber to this memorandum of association, wish to be formed into a Company pursuant to this memorandum.

Name and Address of Subscriber	
IKO Holdings PLC Appley Lane North Appley Bridge Wigan Lancashire WN6 9AB	One


Director.
M KIPPEN

Dated: 6.11.06

X


R.M. GRAVILL
RUTLAND HOUSE
148, EDMUND ST
BIRMINGHAM
B3 2SR

Registered Number :

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
RUBEROID PENSION TRUSTEE LIMITED

1 PRELIMINARY

- 1.1 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 65 to 69 inclusive, 73 to 75 inclusive, 79, 80, 87 to 89 inclusive, 94 to 98 inclusive, 101 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed the remaining regulations of Table A shall constitute the articles of association of the company.
- 1.2 The following provisions of Table A are amended:
- (a) in regulation 1 the definition of "the holder" shall be omitted;
 - (b) in regulation 38 in paragraph (b) the words "of the total voting rights at the meeting of all the members shall be substituted for "in nominal value of the shares giving that right" and the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence;
 - (c) in regulation 44 the words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted;
 - (d) in regulation 46 paragraph (d) shall be omitted;
 - (e) in regulation 64 the wording "(other than alternate directors)" is omitted;
 - (f) in regulation 76 the wording "other than a director retiring by rotation" is omitted;
 - (g) in regulation 77 the wording "(other than a director retiring by rotation at the meeting)" shall be omitted;
 - (h) in regulation 78 the wording "and may also determine the rotation in which any additional directors are to retire";
 - (i) in regulation 83 the words "of any class of shares or" shall be omitted;
 - (j) in regulation 84 the wording "A managing director and a director holding any other executive office shall not be subject to retirement by rotation" shall be omitted;
 - (k) in regulation 85 the words "Subject to the provisions of the Act, and" at the beginning shall be deleted.

- (l) in regulation 100 the words "of the holders of any class of shares" shall be omitted
- (m) in regulation 112 the words "In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders." shall be deleted.

2 INTERPRETATION

- 2.1 In these Articles and in Table A as amended by these Articles the term **pension scheme** means an occupational pension scheme (as defined in section 1 of the Pension Schemes Act 1993).
- 2.2 If at any time and for so long as the company has a single member, all the provisions of these Articles and Table A shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member. As such, where there is a single member, the quorum for a general meeting of the company shall be one and regulation 40 of Table A shall be modified accordingly.

3 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 3.1 While the company is the trustee of a pension scheme to which sections 242 to 243 of the Pensions Act 2004 apply (as these provisions are in force from time to time), the Articles are subject to:
 - (a) the applicable provisions of the Pensions Act 2004 and any arrangement adopted pursuant to sections 242 and 243 of the Pensions Act 2004.
- 3.2 Subject to Article 3.1, the holder or holders of more than half of the rights to attend and vote at a general meeting of the company (the **Appointor**) may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this Article shall be by notice to the company signed by or on behalf of the Appointor or Appointors (which may consist of several documents in the like form each signed by or on behalf of one or more Appointors). The notice may be:
 - (a) delivered personally to the secretary or to a director other than the director being appointed or removed; or
 - (b) sent by post in a prepaid envelope addressed to the registered office of the company or to another address designated by the directors for that purpose or by leaving it at the registered office of the company or such other address; or
 - (c) sent by telex, facsimile or electronic mail to a number designated by the directors for that purpose.

The appointment or removal shall take effect when received at the registered office of the company or (if earlier) when it is deemed delivered in accordance with Article 3.2 or regulation 115 of Table A (as the case may be) or on such later date (if any) specified in the notice.

4 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 4.1 Regulation 81 of Table A is amended by adding before the final full stop the following words:

"; or

- (f) he is removed in accordance with Article 3".

- 4.2 A new regulation 81A is inserted immediately after regulation 81 as follows:

"A director is automatically removed from office immediately prior to his being prohibited, suspended or disqualified by law (including under the Pensions Act 1995 and/or Pensions Act 2004) from being a trustee of any one or more pension schemes or pension arrangements (whether or not a scheme or arrangements of which the company is a trustee)."

- 4.3 No director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70 or any other age and any director or any person may be re-appointed or appointed, as the case may be, as a director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a director at any age and it shall not be necessary to give the members of the company notice of the age of any director or person proposed to be so re-appointed or appointed. Sub-section (1) to (6) inclusive of section 293 of the Companies Act 1985 shall not apply to the company.

5 DIRECTORS' INTERESTS

- 5.1 At the end of regulation 86 of Table A there shall be added the following sub-paragraphs before the final full stop:

"; and

- (c) an interest of a director as a member or beneficiary of any pension scheme of which the company is a trustee shall not be treated as material; and
- (d) a director shall not be required to disclose to the directors that he is a director or other officer of, or employed by, or interested in shares or other securities of, any body corporate which is the ultimate holding company of the company or is a subsidiary or group company of such ultimate holding company".

- 5.2 Subject to complying with any notification obligation under regulation 85 and 86 of Table A (as modified by Articles 5.1 and 5.2 above), a director may vote at (and shall be counted in the quorum present at) any meeting of the directors or of a committee of the directors on any resolution concerning a transaction, arrangement or matter, notwithstanding that he has, directly or indirectly, an interest or duty in that transaction, arrangement or matter which conflicts or may conflict with the interests of the company. If a director does so vote, it shall be counted.

6 PROCEEDINGS OF DIRECTORS

- 6.1 Subject to the provisions of these Articles, the board of directors may regulate its proceedings as it sees fit. A meeting of the board of directors may be held with directors being in various venues provided that a number of directors sufficient to form a quorum is in audio or audio-visual contact with each other and each such director has

acknowledged to the Chairman that he recognises a meeting of the board of directors to be in session. 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.


- 6.2 The quorum for the transaction of business of the board of directors shall be the majority of directors.
- 6.3 A meeting of the board of directors at which a quorum is present shall be competent to exercise all authorities, powers and discretions by or under the Memorandum and Articles of the company for the time being vested in the board of directors generally.
- 6.4 The board of directors shall cause proper minutes to be made of all appointments of officers made by the board of directors and of the proceedings of all meetings of the company and of the board of directors and of committees of the board of directors, and all business transacted at such meetings as recorded in the minutes of such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 6.5 Save as otherwise provided by these Articles, a director shall be entitled to vote and count in the quorum at a meeting of the board of directors or of a committee of the board 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 provided that such interest is previously disclosed to the board of directors.

7 MEMBERS

- 7.1 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.
- 7.2 A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.


8 VOTES OF MEMBERS

- 8.1 On a show of hands every member present in person shall have one vote. On a poll every members present in person or by proxy shall have one vote.

Name and Address of Subscriber	
IKO Holdings PLC Appley Lane North Appley Bridge Wigan Lancashire WN6 9AB	ONE


MICHAEL KIPPEN DIRECTOR

Dated: 6.11.06



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