
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

SHANKS & McEWAN (MIDLANDS) LIMITED



- * 1. The name of the Company is "Shanks & McEwan (Midlands) Limited".
 - 2. The Registered Office of the Company will be situate in Scotland.
 - 3. The objects for which the Company is established are:-
- ** (a) (i) To carry on the business of waste disposal contractors in all their branches in the United Kingdom and elsewhere including the collection, transportation, handling, treatment and/or disposal of domestic, commercial, industrial, agricultural and/or other waste and/or scrap.
- (ii) To purchase, rent, lease, occupy, hire, construct, erect, maintain, reclaim, restore and develop any lands, quarries, clay pits, buildings, transfer stations, and plant and machinery in connection with the collection, transportation, handling, treatment and disposal of waste or scrap.
- (iii) To construct, erect, lay down, enlarge, alter and maintain any roads, railways, sidings, bridges, buildings, tanks, drains, pipes, culverts, channels, plant and machinery, sewage and other works or things necessary or convenient for the Company's business.
- (iv) To carry on the business of carriers and haulage contractors by all means of transport by land, sea, rail and inland
- * The name of the Company was changed to Shanks & McEwan (Midlands) Limited pursuant to a Special Resolution dated 15th August 1989.

waterway and to operate, work, repair, maintain, equip and to construct, purchase, sell, hire or lease lorries, trucks, engines, rolling stock, ships or any other vehicles appropriate for the carriage of passengers, goods, waste or scrap.

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- (b) (i) To manufacture, purchase, sell, deal in, or otherwise dispose of manures, chemicals, oils, vegetables, and other substances, materials and things that may be dealt with in connection with the collection, transportation, handling, treatment and disposal of waste.
- (ii) To collect, prepare for market, distribute, import and export landfill gas and gases of all kinds and to utilise and develop for sale or use landfill gas and other sources of energy generally.
- (iii) To carry on all or any of the trades or businesses of builders and building contractors, civil and constructional engineers, public works contractors, quarry owners, quarriers, brick manufacturers, plumbers, excavators, colliery proprietors, contractors for mining, road making, drainage, site levelling, embankment building and for the erection of dams and culverts and all other civil engineering operations and equipment and services for and in connection with all aspects of the construction and contracting industry.
- (iv) To acquire lands, mines, metals and minerals of any sort, and mining and quarrying and other similar rights and to work any mines or pits and to search for, bore for, work, win, and get any of the substances before mentioned or referred to, and to exercise any quarrying, mining, or similar rights acquired or to be acquired by the Company, and to manufacture or treat or subject to any process or processes any of the said substances, and to let or sub-let on lease or otherwise,

sell, deal in, and dispose of or otherwise turn to profit any of the said lands, mines, metals, minerals, aggregates or other substances or the products thereof either belonging to the Company or any other Company or persons, and generally to carry on the business of land owners, mineral owners, royalty owners, miners and wholesalers, retailers, hirers, manufacturers and providers of, and dealers in, any or all of the metals, minerals, and other substances before referred to, and for any of these purposes to act as agents or licensees upon commission or otherwise.

** (c) To acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property of any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or house or other property or any interest therein, and whether erected or in course of erection, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings, works and conveniences of all kinds; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not.

** (d) To carry on business of advisers in relation to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants

** Clauses 3(a), (b), (c) and (d) were altered pursuant to a Special Resolution dated 15th August 1989.

and to research into and advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

- (e) To buy, sell, manufacture, export and deal in all or any of the substances, articles, goods and products before mentioned or referred to and also machinery, plant, implements, conveniences, provisions and things capable of being used in connection with any of the operations before mentioned or referred to, or required by workmen or others employed by the Company or by any other Company or any persons engaged in any such operations.
- (f) To carry on any other business (whether manufacturing, trading or otherwise), which may seem to the Company capable of being conveniently carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- (g) To purchase, manufacture, hire, charter, feu, lease, or by other means acquire any property, heritable or moveable, real or personal, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company, or to acquire or dispose of any rights, privileges, or easements over or in respect of any such property.
- (h) To build, construct, maintain, alter, enlarge, work, pull down and remove or replace any buildings, factories, mills, offices, works, plant, wharves, roads, railways, tramways, machinery, engines,

walls, fences, banks, dams, sluices or watercourses and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.

- (i) To purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (j) 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 this 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 any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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.
- (k) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, feu, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the heritable or moveable property and rights of the

Company.

- (1) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (m) To lend and advance money or give credit to such persons and on such terms as may seem expedient with or without security and without prejudice to said generality in particular to customers and others having dealings with the Company and to purchasers of any of the property of the Company, and to enter into any guarantee, contract of indemnity or suretyship and in particular, (without prejudice to the generality of the foregoing) whether with or without the Company receiving any consideration, to guarantee or to grant any indemnity in respect of or to secure (with or without a personal covenant and with or without a heritable security or other fixed security or assignation in security or assignation or other conveyance and with or without a security or assignation or other conveyance or mortgage or pledge of or charge over or set-off against or lien upon all or any part of the undertaking and assets, present and future, and the uncalled capital of the Company) the performance of any obligation, contract or liability or loss or cost or expense or the payment of any debt or sum including the principal amount thereof or any dividend, interest or premium on any stock, debenture, debenture stock, bond, share or other security of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company in business.

- (n) To borrow or raise money in such manner as the Company shall think

*** Clause 3(m) was altered pursuant to a Special Resolution dated 15th August 1989.

fit, and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by Bond and Disposition and Assignment in Security of any part or the whole of the Company's property, heritable or moveable, or by ex facie absolute conveyance thereof, or by mortgage, charge or lien 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 Bond, Disposition, Assignment, conveyance, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem and pay off any such securities.

- (o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (p) To apply for, promote and obtain any Act of Parliament, Provisional Order or License of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (q) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, landowners or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights,

privileges and concessions.

- (r) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (s) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (t) To remunerate any person, firm or company rendering services to this Company, and without prejudice to said generality, in particular any servant, director or employee of the Company, either by cash payment or by the allotment to him or them of Shares of the Company credited as paid up in full or in part, or by giving to him or them a share or interest in the profits of the Company or by a combination of two or more of these modes, or in such other manner as the Company shall think fit.
- (u) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Share, Debentures, Debenture Stocks or Securities of this Company.
- (v) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance and to form

and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or Place.
- (x) To promote any other Company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this 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.
- (y) To sell, feu, lease or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or securities of any company purchasing the same.
- (z) To distribute among the members of the Company in kind any property of the Company, and without prejudice to said generality, in particular any shares, debentures, debenture stock or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (aa) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is limited.

5. The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this

Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names:-

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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- One -

- One -

Dated the day of 19 .

Witness to the above Signatures:-

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHANKS AND MCEWAN (MIDLANDS) LIMITED

CONSTITUTION



1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 (hereinafter referred to as "the Act") in accordance with and subject to the provisions of the Act and of the Memorandum of Association of the Company and of the Regulations contained in Table A, set out in Statutory Instrument 1985 No. 805 as amended by Statutory Instrument 1985 No. 1052 (hereinafter referred to as "Table A") with the exception of Regulations 2, 3, 5, 23, 24, 40, 64 to 69 (inclusive), 73 to 85 (inclusive), 87, 93 and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.
3. (A) Any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
(B) Subject to the provisions of the Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, all the unissued shares (including any redeemable shares) of the Company (whether forming part of the existing or any increased capital) shall be at the disposal of the Directors, who may offer, allot, issue, grant

options or rights over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Directors may determine, but so that no shares shall be issued at a discount.

(C) For the purposes of Section 80 of the Act, the Directors are authorised generally and unconditionally to allot without the authority of the Company in general meeting relevant securities (as hereinafter defined) of the Company up to the amount of the nominal share capital of the Company as at the date of adoption of these Articles at any time or times from the date of adoption of these Articles until the date occurring five years after such date of adoption. The aforesaid authority may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.

(D) In accordance with Section 95 of the Act, sub-Section (1) of Section 89 of the Act shall be excluded from applying to the allotment of equity securities (as defined in Section 94 of the Act).

4. The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or

by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. The Company shall however be entitled to register trustees as such in respect of any shares.

LIEN

5. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

CALLS ON SHARES

6. In Regulation 12 of Table A the words "save in the case of a call deemed to have been made in terms of Regulation 16 which call shall be irrevocable and notifiable if postponed by the Directors" shall be inserted after the words "postponed in whole or in part".

FORFEITURE OF SHARES

7. In Regulation 15 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non-payment" shall be inserted after the words "payment of interest".
8. In Regulation 18 of Table A the words "and expenses that may have been incurred by the Company by reason of such non payment" shall be inserted after the words "may have accrued".

TRANSFER OF SHARES

9. (A) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- (B) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the

Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof.

GENERAL MEETINGS

10. 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. Save as herein otherwise provided, two members present in person or by proxy or, if corporations, by representatives duly authorised shall be a quorum.
11. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys or representatives, shall be as valid and effectual as if it had been passed at a general meeting of the Company 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 duly appointed attorneys or representatives and the signature in the case of a corporate body which is a member shall be sufficient if made by a director or the secretary thereof or by its duly appointed attorneys or representatives.
12. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, if a corporation, by any representative duly authorised and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
13. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with

his name and address at the Registered Office of the Company three clear days prior to such meeting.

14. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulation 112 of Table A shall be construed accordingly.

DIRECTORS

15. Unless and until otherwise determined by ordinary resolution of the Company, the minimum number of Directors shall be two and there shall be no maximum number.
16. A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company.
17. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract or arrangement with the Company 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 as aforesaid a Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the Directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.
18. The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors. Regulation 100 of Table A shall be modified accordingly.
19. The office of a Director shall be vacated:-
 - (a) if he becomes bankrupt or suspends payment or compounds with his creditors;

- (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapax;
 - (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office;
 - (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of the Act or any statutory modification or re-enactment thereof;
 - (e) if he is removed from office by notice in writing signed by all his Co-Directors and served upon him;
 - (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.
20. The Directors shall have power at any time, and from time to time to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors.
21. The ordinary remuneration of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his

ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

22. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit, and subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement the appointment of any Director as aforesaid shall be ipso facto determined if he ceases from any cause to be a Director. Regulation 72 of Table A shall extend to the posts of Deputy or Assistant Managing Director or Manager aforesaid.
23. A Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.
24. The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company (as defined in Section 736 of the Act) or otherwise associated with the

Company or of the predecessors of the Company in business or of any such other company as aforesaid, or for the benefit of the relations, wives, widows, families, connections or dependants of any such persons or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, connections or dependants, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid; and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons as aforesaid or otherwise for the advancement of the interests and well-being of the Company or of any such other company as aforesaid or its members; and the Directors on behalf of the Company and without the approval of any resolution of the Company may make payments for or towards the insurance of any of such persons as aforesaid. Any such Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

25. The Directors on behalf of the Company and without the approval of any resolution of the Company (but subject to the provisions of Sections 151 to 158 of the Act) may establish and contribute to any employee share scheme (within the meaning of Section 743 of the Act) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the

Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.

26. The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded.
27. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors.

BORROWING AND OTHER POWERS

28. The Directors may exercise all the powers of the Company without limit as to amount to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into.

ALTERNATE DIRECTORS

29. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of

the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

- (B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any general meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability, an alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). An alternate Director shall not (save as aforesaid) have power to act as a Director or be deemed to be a Director for the purposes of these Articles.
- (D) An alternate Director may be repaid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such propor-

tion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

30. Every Director or officer 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 or discharge 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 judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

OVER-RIDING PROVISIONS

31. In the event that any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Sections 303 and 304 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-
- (a) the Parent may administer the business and management of the Company in all or any respects and exercise all or any of the powers of the directors of the Company and contract and act in any way on behalf of and in name of the Company;

- (b) the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed;
- (c) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.
- (d) no unissued share shall be issued or agreed to issued or put under option without the express written consent of the Parent;
- (e) no issued share shall be transferred to any party without the express written consent of the Parent which consent may be withheld without any reason being given therefore.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.