



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 74384

I hereby certify that

OLYDESDALE BANK INDUSTRIAL FINANCE LIMITED

is this day incorporated under the Companies Acts 1948 to 1980 as a private company and that the Company is limited.

Given under my hand at Edinburgh the 3 April 1981

D.E.D. R. [Signature]

Registrar of Companies

Declaration of compliance with the requirements on application for registration of a company

412

Please do not write in this binding margin



Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

[] [] [] [] [] [] 74384

Name of Company

CLYDESDALE BANK INDUSTRIAL FINANCE LIMITED

I, James Caldwell Smith

of 53 Bothwell Street, Glasgow

do solemnly and sincerely declare that I am a Solicitor engaged in the formation

of Clydesdale Bank Industrial Finance Limited

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Glasgow

Signature of Declarant

the 16th day of March

One thousand nine hundred and eighty one

before me R. J. Murray Notary Public Glasgow

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any):

Oswalds of Edinburgh Limited
Company Registration Agents
24 Castle Street
Edinburgh

For official use
New companies section

Post room

24 March 1981

74384/2
No. of Company

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum
and Articles
of Association of

CLYDESDALE BANK INDUSTRIAL FINANCE
LIMITED

(Incorporated in the

Oswalds of Edinburgh Limited
Registration Agents
24 Castle Street
Edinburgh EH2 3HT
Telephone: 031-225 7308/9 Telex: 72428



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CLYDESDALE BANK INDUSTRIAL FINANCE LIMITED

1. The name of the Company is "CLYDESDALE BANK INDUSTRIAL FINANCE LIMITED".

2. The Registered Office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:-

(1) To carry on business as an investment company and in particular (without prejudice to the generality of the foregoing) to invest or re-invest the funds of the Company in, and to acquire and hold shares, stocks, debenture stock, bonds, obligations and securities issued or guaranteed by, any company constituted or carrying on business in the United Kingdom or elsewhere, and any right or interest therein, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein, and annuities for any period or periods, whether certain or uncertain, or on the life or lives of any person or persons and any right or interest therein, and from time to time to vary any such investments.

(2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and either with a view to investment or for resale or otherwise, and to vary the investments of the Company, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

(3) To purchase or otherwise acquire for any consideration payable partly or wholly in cash or partly or wholly in shares, obligations or debentures of the Company and (either in its own name or in the name of any trustee or trustees, nominee or nominees or otherwise on behalf or for the account of the Company), to hold, sell, dispose of, deal in, traffic with and turn to account property of all kinds, heritable and moveable, real and personal and wherever situate and in particular lands, buildings, hereditaments, superiorities, ground annuals, freehold and leasehold ground rents, business concerns and undertakings, heritable securities, mortgages,

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24 Nov 1981

charges, annuities, patents, licences, concessions, merchandise, produce, policies, book debts, and claims, and any interest in property, heritable or moveable, real or personal or any claims against such property or against any persons, government authority or company, and to carry on any business concern or undertaking so acquired and to work, manage and develop any property so acquired.

(4) To take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts and agents.

(5) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

(7) To acquire any estate or interest in and to take options over, construct and develop any property, heritable or moveable, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with any such property or rights.

(8) To enter into any guarantee, contract of indemnity, caution or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description.

(9) To lend money to, or grant or provide credit or financial accommodation to any person or company, in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

(10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

(11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the property, heritable and

moveable, real and personal (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(12) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures, or other obligations or securities whether fully or partly paid up, of any other Company.

(13) To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents. To act as trustee of any deeds constituting or securing any debentures, debenture stock, or other securities or obligations, and to undertake and execute any other trusts, and also to undertake the office of executor, administrator, receiver, treasurer, registrar or secretary.

(14) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

(15) To establish or promote, or concur or participate in establishing or promoting any company for the purpose of carrying on any business or activity within the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(16) To procure the registration or incorporation of the Company in or under the laws of any place outside Scotland and to establish and maintain branches and agencies in any part of the world.

(17) To subscribe or guarantee money for any purposes which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.

(18) To grant pensions, or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or its predecessors in business or the relations, connections or dependants of any such persons, and to establish or support, pension or superannuation schemes or funds, and any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

(19) To distribute any of the property of the Company among its Members in specie.

(20) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

To do all such things as may be considered incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any government or statutory body, partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £5,000,000 divided into 5,000,000 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
XX A. R. P. W. C. C. "Harmony" Barnton Avenue, Edinburgh Winter to the Signet	One
XX Mr Jarrow Blank Kilmacolm, Strathclyde Shipbuilder	One

Dated 11th March 1981
Witness to the above Signatures:-

Henry Aitken

Henry Aitken
233 Churchhill Drive
Glasgow
Bank Officer

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CLYDESDALE BANK INDUSTRIAL FINANCE LIMITED

24 MAR 1981

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

INTERPRETATION

2. In these Articles unless there is something in the subject or context inconsistent therewith:-

"The 1948 Act" means the Companies Act, 1948;

"The 1980 Act" means the Companies Act, 1980;

"The Statutes" means the 1948 Act, the 1980 Act and every other Act for the time being in force concerning companies and affecting the Company;

"The Company" means the Company, and "company" includes any body corporate or association of persons whether or not a company within the meaning of the Statutes;

"The Articles" means these Articles of Association or other regulations of the Company for the time being in force;

"The Directors" means the Directors for the time being of the Company as a body, or a quorum of the Directors present at a meeting of the Directors;

"The Secretary" means the secretary for the time being of the Company or any assistant or deputy secretary or any person appointed by the Directors to carry out any of the duties of the secretary whether generally or in any particular case;

"The Auditors" means the auditors for the time being of the Company;

"Member" means a member of the Company;

"The Office" means the registered office for the time being of the Company;

"The Seal" means the common seal of the Company;

"The United Kingdom" means Great Britain and Northern Ireland;

"Dividend" includes bonus;

Words importing the singular number include the plural number, and vice versa;

Words importing the masculine gender include the feminine gender;

Words importing persons include corporations;

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

3. The Company is a Private Company.

BUSINESS

4. Any branch or kind of business which by the Memorandum of Association of the Company or the Articles is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

5. No part of the Company's funds shall be employed in the purchase of or in loans upon the security of any shares in the Company. The Company shall not give any financial assistance for the purpose of or in connection with the purchase of or subscription for any shares in the Company or its holding company, if any. The Company shall not, except as authorised in Section 50 of the 1980 Act, make, or guarantee, or provide any security in connection with, a loan to any Director of the Company or of its holding company, if any. Nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54(1) of the 1948 Act.

SHARES

6. For the period of five years from the date of incorporation of the Company or until otherwise resolved by the Company in general meeting, the whole shares of the Company so far as remaining unissued from time to time shall be at the disposal of the Directors, and they may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount.

7. The provisions of Subsections (1), (6) and (7) of Section 17 of the 1980 Act shall not apply to any offer or allotment of shares but otherwise the Directors shall, as regards any such offer or allotment, comply with such of the provisions of the Statutes as may be applicable thereto.

8. Except as required by law, 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 except as provided by the Articles) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

9. (1) Every Member shall be entitled to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares without payment or several certificates each for one or more of his shares upon payment of such sum, if any, not exceeding fifty new pence as the Directors shall from time to time determine for every certificate after the first: Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share or shares to one of several joint holders shall be sufficient delivery to all such holders.

(2) A Member who has transferred part of his shares comprised in a share certificate shall be entitled to receive, without payment and within two months after the lodgment of the transfer of the shares transferred, a certificate comprising the shares not transferred.

10. Every certificate for shares or debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be under the Seal. Every certificate for shares shall specify the number of shares to which it relates and the amount paid up thereon.

11. If a share certificate is defaced, worn out, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding fifty new pence and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

TRANSFER OF SHARES

12. Subject to the provisions of the Articles, any Member may transfer all or any of his shares by instrument in writing, in the usual common form or any other form which the Directors may approve, executed by or on behalf of the transferor and, in the case of a transfer of a share not fully paid, by or on behalf of the transferee.

13. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

14. No share shall in any circumstances be transferred to any pupil, minor, infant, bankrupt or person of unsound mind.

15. (1) The Directors may, in their absolute discretion and without assigning any reason, decline to register the transfer of a share (whether fully paid up or not).

(2) The Directors may also decline to register any Instrument of transfer unless:-

(a) the fee, if any, payable in respect of registration thereof has been paid to the Company;

(b) the duly stamped Instrument of transfer is deposited at the Office, or such other place as the Directors may determine, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

16. If the Directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

17. All Instruments of transfer which shall be registered shall be retained by the Company. Any Instrument of transfer which the Directors may decline to register shall be returned to the transferee, unless the Directors suspect fraud.

18. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine: Provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES

19. In the event of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the share; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any shares which had been solely or jointly held by him.

20. (1) Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the holder thereof.

(2) If the person so becoming entitled shall elect to be registered himself, he shall give to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the provisions of the Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

21. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to, and may give a discharge for, any dividends and other advantages to which he

would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

REGISTRATION FEES

22. The Company shall be entitled to charge a fee (of such amount as the Directors may from time to time decide) on the registration in the register of members of every instrument of transfer, confirmation, probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

CONVERSION OF SHARES INTO STOCK

23. The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

24. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit.

25. Stock may only be transferred in minimum units, or multiples of minimum units, of such amount as the Directors shall from time to time determine, but so that the amount of a minimum unit shall not exceed the nominal amount of the individual shares from which the stock arose.

26. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if the stock held by them existed as shares, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing as shares, have conferred that privilege or advantage.

27. Unless otherwise expressly provided, such of the Articles as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

28. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

29. Except as far as otherwise provided by or pursuant to the Articles or by the conditions of issue, any new share capital shall be considered as part of, and shall be subject to the same provisions with reference to transfer, transmission and otherwise as the original ordinary share capital.

30. The Company may by ordinary resolution:-

(a) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by its Memorandum of Association subject, nevertheless, to the provisions of Section 61(1)(d) of the 1948 Act, and so that, as between the resulting shares, one or more of such shares may, by the resolution effecting such sub-division, be given any preferential rights, privileges and advantages, as regards dividends, voting at meetings of the Company and otherwise, over the others or any other of such shares;

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

31. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account, in any manner authorised by law, but with and subject to any incident authorised or consent required by law.

GENERAL MEETINGS

32. (a) The Company shall, in each year, hold a general meeting as its Annual General Meeting, in addition to any other meetings in that year: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. No more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

(b) Subject to the provisions of the Statutes, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed attorney.

33. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

34. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director or any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

35. The time and place of any meeting shall be determined by the convenors of the meeting.

NOTICE OF GENERAL MEETINGS

36. (1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least. Any other meeting of the Company shall be called by fourteen days' notice in writing at the least:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) In the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

(3) The notice convening an Annual General Meeting shall specify the meeting as such.

(4) The notice convening a meeting to consider a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

(5) In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not also be a Member.

37. (1) Notice of every general meeting shall be given in any manner authorised by the Articles to:-

(a) every Member holding shares conferring the right to attend and vote at the meeting who at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares in the Company, except those Members who pursuant to Article 107 are not entitled to receive notice from the Company; and

(b) the Auditors.

(2) No other person shall be entitled to receive notice of general meetings.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the appointment of Auditors, the fixing of, or the determination of the manner of the fixing of, the remuneration of the Auditors, and the voting of additional remuneration to the Directors.

39. (1) No business shall be transacted at any general meeting unless a quorum of Members is present. Save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

(2) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine.

40. The Chairman of the Board of Directors or, failing him, a Deputy Chairman, shall preside as chairman at every general meeting of the Company, or if there is no such Chairman or Deputy Chairman, or if neither the Chairman nor any Deputy Chairman shall be present within fifteen minutes after the time appointed for the holding of the meeting or be willing or able to act, the Directors present shall elect one of their number to be chairman of the meeting. If at any meeting no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

41. The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

42. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a poll is demanded:-

(a) by the chairman of the meeting; or

(b) by one or more Members entitled to vote at such meeting present in person or by proxy.

A demand for a poll may be withdrawn. Unless a poll be so demanded, a declaration by the chairman of the meeting that a

resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

43. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

44. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time as the chairman of the meeting directs. In all other respects a poll shall be taken in such manner as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

46. Subject to any special rights or restrictions attached to any class of shares and to the provisions of the next succeeding Article, on a show of hands every Member present in person or by proxy shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each £1 in nominal amount of share capital of which he is the holder.

47. If two or more persons are jointly entitled to a share, the vote of the senior who tenders a vote in respect of such share, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members as the holders of such share.

48. Any corporation which is a Member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

49. If any Member shall be incapable of managing and administering his property and affairs, he may vote by his curator bonis, tutor, judicial factor, committee, receiver or other person authorised to act on his behalf and such person may give his vote by proxy on a poll;

but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting at which he wishes to vote.

50. A proxy need not be a Member.

51. An instrument appointing a proxy shall be in any usual or common form or in any other form which the Directors shall approve. An instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

52. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or in some other manner approved by the Directors. An instrument appointing a proxy need not be witnessed.

53. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than one hour before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

54. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy.

55. A vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

56. Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association.

57. (1) Subject as hereinafter provided the remuneration of the Directors shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors as they may by resolution determine, or failing such determination, equally, except that in such event any Director

holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meeting of the Company or in connection with the business of the Company.

(2) If any of the Directors shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company, the Directors may on behalf of the Company remunerate the Director or Directors so doing, either by a fixed sum or otherwise, as may be determined, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.

58. No Director shall be required to hold any qualification share.

59. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the 1948 Act.

(2) No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise; nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company, with any company or partnership of or in which any Director shall be a member or Director or otherwise interested, be avoided; nor shall any Director so contracting, or being such member or Director, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established. A Director may vote in respect of any contract or arrangement in which he is interested as aforesaid and shall be taken into account in ascertaining whether a quorum is present. A Director may occupy any other place or office of profit in the Company other than that of Auditor, and may receive remuneration therefor pursuant to Article 63.

(3) A Director of the Company may continue to be or may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Directors otherwise direct. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company and may exercise any voting rights to which they are entitled as directors of any such company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, and voting or providing for the payment of remuneration to the directors or officers of such other company.

(4) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director: Provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

60. The Directors shall cause to be kept and maintained such copies or memorandums of the Directors' service contracts and such registers of the Directors' interests in shares and others and of transactions, arrangements or agreements as are required to be kept or maintained by the Company by Sections 26 and 29 of the Companies Act 1967 respectively or by Section 57 of the 1980 Act and shall make the same available for inspection in accordance with the provisions of the said Sections.

POWERS AND DUTIES OF DIRECTORS

61. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Statutes or by the Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to the provisions of the Statutes and of the Articles.

62. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

63. (1) The Directors may from time to time appoint one or more of their body to the office of Managing Director or to any other office or place of profit under the Company (except that of Auditor) for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

(2) If any Director appointed to the office of Managing Director shall cease for any cause to be a Director, he shall ipso facto and immediately cease to hold such office but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(3) A Managing Director or any Director holding any such other office or place of profit shall receive such remuneration or emoluments as the Directors may determine.

(4) The Directors may entrust to and confer upon a Managing Director, or to any Director holding any such other office or place of profit, any of the powers exercisable by them, upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

64. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or

contributory pension or superannuation fund for the benefit of and may grant or procure the granting of pensions, allowances, gratuities or bonuses or death or disability benefits to or in respect of any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or allied to or associated in business with the Company or with any such subsidiary company, or of any business acquired by the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid holding executive office or place of profit, and the wives, widows, families, dependants and personal representatives of any such persons. Any Director (or his personal representatives as the case may be) shall be entitled to participate in and retain for his own benefit or for the benefit of his estate any such pension, allowance, gratuity, bonus or death or disability benefit.

65. The Company may exercise the powers conferred by Section 35 of the 1948 Act with regard to having an Official Seal for use abroad and such powers shall be vested in the Directors.

66. The Directors may from time to time and at any time establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration, and may delegate to any local board, manager, inspector, or agent any of the powers, authorities and discretions vested in the Directors, with or without power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.

67. The Directors may delegate any of their powers (with or without power to subdelegate) to committees consisting of such persons as they think fit to be appointed in such manner as the Directors shall by resolution determine; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

68. The Directors may from time to time and at any time by power of attorney appoint any company or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with

any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

69. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

70. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

Any such minute of a meeting if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without further proof of the facts therein stated.

DISQUALIFICATION OF DIRECTORS

71. The office of a Director shall ipso facto be vacated:-

- (a) if by notice in writing to the Company he resigns the office of Director; or
- (b) if he is adjudged bankrupt, or makes any arrangement or composition with his creditors; or
- (c) if he is prohibited from being a Director by an order made under Section 188 of the 1948 Act; or
- (d) if he becomes of unsound mind or otherwise incapable of managing and administering his property and affairs; or
- (e) if he is removed from office pursuant to Section 184 of the 1948 Act; or
- (f) if he is removed from office under Article 72 or 74.

A resolution of the Directors declaring a Director to have vacated office as aforesaid shall be conclusive as to the fact and the grounds of vacation stated in the resolution.

APPOINTMENT AND RETIREMENT OF DIRECTORS

72. (1) Any Member who is the holder of not less than 90 per cent. of the share capital of the Company for the time being issued may at any time and from time to time:-

- and
- (a) appoint any person to be a Director of the Company;
 - (b) remove any Director from his office.

No such appointment or removal shall result in the number of the Directors being less than the appropriate number provided for by Article 56.

(2) Every such appointment and removal shall be effected by notice in writing under the hand of such Member (or, if the appointer is a corporation, then under the hand of a duly authorised officer) given by such Member to the Company at the Office.

73. Notwithstanding the provisions of Section 185 of the 1948 Act, any person who has attained the age of seventy years may be appointed or elected to the office of Director in like manner and without further formality than is required in the case of a person who has not attained that age, and no Director shall vacate his office or be required to retire by reason of his having attained any particular age.

74. The Company may by extraordinary resolution, or subject to the provisions of Section 184 of the 1948 Act by ordinary resolution of which special notice has been given in accordance with Section 142 of the 1948 Act, remove any Director notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

75. (1) The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article.

(2) The Company may by ordinary resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

(3) Any Director appointed pursuant to this Article may be removed pursuant to Article 72.

76. A motion for the appointment or re-appointment of two or more persons as Directors by a single resolution shall not be made at a general meeting of the Company unless a resolution that it shall be made has first been agreed to by the meeting without any vote being given against it.

PROCEEDING OF DIRECTORS

77. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless and until otherwise determined, the quorum (when there is more than one Director) shall be two Directors. Questions arising at any 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.

78. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom and who has not given to the Company an address for service within the United Kingdom shall not be entitled to notice of any meeting of Directors.

79. The Directors may elect a Chairman and a Deputy Chairman or Deputy Chairmen of the Board of Directors and determine the period for which they are to hold office respectively and may grant them such remuneration or emoluments (in addition to the remuneration of Directors referred to in Article 57 hereof) as the Directors may determine. If at any meeting of the Directors the Chairman is not present within fifteen minutes after the time appointed for holding the same, or if he is unable or unwilling to act as chairman of such meeting, a Deputy Chairman shall preside failing whom the Directors present shall choose one of their number to be chairman of that meeting.

80. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company notwithstanding that there shall not be quorum, but for no other purpose.

81. All acts done by any meeting of the Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

82. A resolution in writing signed by each of the Directors or by his alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like terms each signed by one or more Directors or their alternates.

ALTERNATE DIRECTORS

83. (1) A Director may appoint any other Director, or any other person approved by the Directors, as his alternate; and may at any time revoke any such appointment.

(2) An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

(3) An alternate Director shall be deemed an officer of the Company and not the agent of his appointor. An alternate Director shall and his appointor shall not be entitled to receive from the

Company the whole or such part of the appointor's remuneration as the appointor shall direct.

(4) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

(5) All appointments and revocations of appointments of alternate Directors shall be in writing under the hand of the appointor left at the Office.

SECRETARY

84. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions, as they may think fit; and any Secretary so appointed may be removed by them.

85. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person, acting both as Director and as, or in place of, the Secretary.

THE SEAL

86. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or of a committee of the Directors authorised by the Directors in that behalf or by the authority of such other persons as may be authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed either by a Director or by a person authorised by the Directors in that behalf and counter-signed by a Director or by the Secretary or by a person authorised as aforesaid.

DIVIDENDS AND RESERVES

87. The Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

88. No dividend shall be paid otherwise than in accordance with such of the provisions of Part III of the 1980 Act as apply to the Company.

89. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

90. The Directors, with the sanction of the Company in general meeting, may in declaring a dividend direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of

any other company, or any one or more of such ways. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

91. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company.

92. The Directors may retain any dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same, or may pay the same to such persons.

93. Any dividend, interest or other moneys payable in cash in respect of a share may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of a share held by joint holders, to the registered address of the person first named in the register of members as the holder of that share, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and shall be sent at the risk of the persons entitled to the money represented thereby.

94. No dividend shall bear interest against the Company.

95. The Directors may, before declaring any dividend, set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may divide any reserve into such special reserves as they think fit, and may consolidate into one reserve any special reserves or any parts of any special reserves into which any reserve may have been divided, as they think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

96. The Directors shall transfer to the credit of an account to be called "the share premium account" such moneys as shall be required to be so transferred by Section 56 of the 1948 Act.

CAPITALISATION OF PROFITS AND RESERVES

97. (1) The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to

capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be allotted to Members as fully paid shares.

(2) The Company in general meeting may upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sums in paying up in full unissued shares to be allotted as fully paid bonus shares to those Members who would have been entitled to that sum if it were distributed by way of dividend and in the same proportions, and the Directors shall give effect to such resolution.

(3) Whenever a resolution is passed in pursuance of paragraph (1) or paragraph (2) of this Article, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under any such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members. Further, the Directors may, if they think fit, make provision for the registration of any or all of such shares as aforesaid in the names of nominees of the Members entitled thereto.

ACCOUNTS

98. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act, 1976.

99. The accounting records shall be kept at the Office, or subject to Section 12(6) and (7) of the Companies Act, 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

100. The Directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions

or regulations, the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors; and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

101. The Directors shall from time to time, in accordance with Sections 150 and 157 of the 1948 Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those Sections.

102. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' Report and Directors' Report, shall not less than twenty-one days before the date of the meeting be delivered or sent by post to every Member and to every holder of debentures of the Company; Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

AUDITORS

103. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the 1948 Act, Section 14 of the Companies Act, 1967 and Sections 13 to 18 of the Companies Act, 1976.

NOTICES

104. A notice may be given to any Member either personally or by sending it by post to him at his registered address or (if he has no registered address within the United Kingdom) at the address, if any, in the United Kingdom supplied by him to the Company for the giving of notices to him.

105. A notice may be given to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

106. A notice may be given to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representatives of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be entitled, or, until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

107. A Member having a registered address outside the United Kingdom shall not be entitled to any notices from the Company unless he gives to the Company an address for service within the United Kingdom. Members, being joint holders of a share, shall not

be entitled to any notices from the Company in respect of their holding of that share if the person first named in the register of members as a holder of that share, having a registered address outside the United Kingdom, has not given to the Company an address for service within the United Kingdom.

108. Without prejudice to the last preceding Article a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article.

109. Any document, other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under these Articles, and in the case where notice might be given by exhibiting the same at the Office such document shall be deemed to be duly served if the same is available for him at the Office and a notice to that effect is exhibited at the Office.

110. Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four hours after the letter containing the same is put into the post, and in proving such giving or service it shall be sufficient to prove that the notice or document was properly addressed, stamped and put into a post office or post box. A notice or document given or served by exhibition shall be deemed to be given or served on the day on which the same is first exhibited.

WINDING UP

111. If the Company shall be wound up, the Liquidator may, with the sanction of an extraordinary resolution passed before, on, or after the commencement of the winding up, vest in trustees upon trust for the Members or divide among the Members in specie, any part of the assets of the Company, and any such vesting or division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 287 of the 1948 Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidator amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members, subject to the right of dissent and consequent rights conferred by the said Section.

INDEMNITY

112. Every Director, Managing Director, Manager, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in or about the business of the Company in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted by the Court.

Names, addresses and descriptions of Subscribers

~~XX~~ A. Harper & Co

"Harmony"

Barrington Avenue, Edinburgh
Winter to the night

~~XX~~ J. J. Jones

Gloah

Kilmacolm, Strathclyde
Shipbuilder

Dated 11th March 1981

Witness to the above Signatures:-

Thicker

Henry Aitken
223 Churchill Drive
Glasgow
Bank Official

Cowdrie of Edinburgh Limited
Company Registration Agents
24 Castle Street
Edinburgh

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

Please complete
legibly, preferably
in black type, or
bold black lettering

*delete if
inappropriate

Company number

74384/5

Name of Company

CLYDESDALE BANK INDUSTRIAL FINANCE

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

30 ST VINCENT PLACE

GLASGOW G1 2HT

If the memorandum is delivered by an agent to the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

OSWALDS OF EDINBURGH LIMITED

24 CASTLE STREET, EDINBURGH EH2 3HT

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

2

Presenter's name, address and
reference (if any):

Oswalds of Edinburgh
Limited
24 Castle Street
Edinburgh
EH2 3HT

For official use
General section

Post room

24 Nov 1984

Business occupation
BANK CHAIRMAN

Name (note 2)
SIR ROBERT DUNCAN FAIRBAIRN, JP

Nationality
BRITISH

Former name(s) (note 3)

Address (note 4)
THE GRANGE
BRIDGE OF WEIR, STRATHOLYDE.

Date of birth (where applicable) (note 6)
25. 9.1910

Particulars of other directorships (note 5)
See paper Apart.

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

Signature *[Signature]* Date 11/3/81

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Business occupation
BANK CHIEF
GENERAL MANAGER

Name (note 2)
STUART TWENTYMAN GRAHAM, CBE D.C.

Nationality
BRITISH

Former name(s) (note 3)

Address (note 4)
14 WHITECROFT WAY
BECKENHAM, KENT BR3 3AG.

Date of birth (where applicable) (note 6)
26. 8.1921

Particulars of other directorships (note 5)
See paper Apart.

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

Signature *[Signature]* Date 11/3/81

Business occupation
BANK CHIEF
GENERAL MANAGER

Name (note 2)
ALEXANDER ROSS MACMILLAN

Nationality
BRITISH

Former name(s) (note 3)

Address (note 4)
ST WINNINS, 16 LEDCAMEROCH ROAD,
BEARSDEN, STRATHOLYDE.

Date of birth (where applicable) (note 6)
25. 3.1922

Particulars of other directorships (note 5)
See paper Apart.

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

Signature *[Signature]* Date 11/3/81

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7) **HENRY AITKEN**

Former name(s) (note 3)

Address (notes 4 & 7) **283 CHURCHILL DRIVE
GLASGOW**

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

Signature

Date **11/3/81**

Name (notes 2 & 7)

Former name(s) (note 3)

Address (notes 4 & 7)

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

Signature

Date

* as required by
section 21(3) of
"the Companies"
Act 1978

Signed by or on behalf of the subscribers of the memorandum*

Signature

[Subscriber] [Agent]† Date

11/3/81

Oswalds of Edinburgh
Company Registrars
24 Castle Street
Edinburgh

Signature

[Subscriber] [Agent]† Date

† delete as
appropriate

PARTICULARS OF OTHER DIRECTORSHIPS

Sir Robert D. Fairbairn, JP

Clydesdale Bank Limited
Clydesdale Bank Finance Corporation Limited
Clydesdale Bank Insurance Services Limited
Scottish Amicable Life Assurance Society
Commercial Union Assurance Company Limited, Local Director-Glasgow
Murray Western Investment Trust Limited
Scottish Computer Services Limited
Clydesdale Bank (Head Office) Nominees Limited
Clydesdale Bank (London) Nominees Limited
Clydesdale Bank (Bothwell Street) Nominees Limited
Clydesdale Bank (Piccadilly) Nominees Limited
Clydesdale Bank (Moore Place) Nominees Limited
Clydesdale Bank (Edinburgh) Nominees Limited
Clydesdale Murray Nominees Limited
Clydesdale Bank (Dundee) Nominees Limited
O B Nominees Limited
O B Trustee Nominees Limited
North of Scotland Bank London Nominees Limited
Clydesdale Bank Princes Street Nominees Limited
Clydesdale Bank St Vincent Street Nominees Limited
Clydesdale Bank City Square Nominees Limited
Clydesdale Bank Aberdeen Nominees Limited
Newarthill Limited
Midland Bank Limited

Stuart W. Graham, OBE DFC

Clydesdale Bank Limited
Midland Bank Limited
Midland Bank (Foultry) Nominees Limited
~~Midland Bank Pension Trust Limited~~
Midland Bank No 2 Pension Trust Limited
Midland Bank Industrial Equity Holdings Limited
Northern Bank Limited
Northern Bank Finance Corporation Limited
Northern Bank Development Corporation Limited
Midland Bank Trust Company Limited
Midland Bank Group Unit Trust Managers Limited
The Royal Opera House Trust
Confederation of British Industry - Member of the Economic and
Financial Policy Committee
Midland Bank (Head Office) Nominees Limited
Poplar Estates Limited
Midland Group Insurance Brokers Limited

Alexander R. Macmillan

Clydesdale Bank Limited
Clydesdale Bank Insurance Services Limited
Clydesdale Bank Finance Corporation Limited
Forward Trust (Scotland) Limited
The Scottish Agricultural Securities Corporation Limited
The Oil Club Limited
Scottish Computer Services Limited
The High School of Glasgow Limited
Clydesdale Bank (Head Office) Nominees Limited
Clydesdale Bank (London) Nominees Limited
Clydesdale Bank (Bothwell Street) Nominees Limited
Clydesdale/

PARTICULARS OF OTHER DIRECTORSHIPS - continued

Alexander R. Macmillan (continued)

Clydesdale Bank (Piccadilly) Nominees Limited
Clydesdale Bank (Moore Place) Nominees Limited
Clydesdale Bank (Edinburgh) Nominees Limited
Clydesdale Murray Nominees Limited
Clydesdale Bank (Dundee) Nominees Limited
C B Nominees Limited
C B Trustee Nominees Limited
North of Scotland Bank London Nominees Limited
Clydesdale Bank Princes Street Nominees Limited
Clydesdale Bank St Vincent Street Nominees Limited
Clydesdale Bank City Square Nominees Limited
Clydesdale Bank Aberdeen Nominees Limited



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 14384

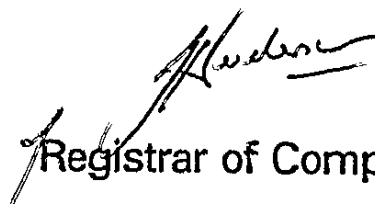
I hereby certify that

CLYDESDALE BANK INDUSTRIAL FINANCE LIMITED

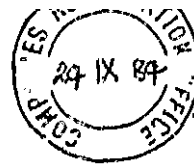
having by special resolution changed its name, is now
incorporated under the name of

CLYDESDALE BANK EQUITY LIMITED

Given under my hand at the Companies Registration Office,
Edinburgh the 16 October 1984


Registrar of Companies

The Companies Acts 1948 to 1981



74384/

20

COMPANY LIMITED BY SHARES

COMPANY NO. 74384

SPECIAL RESOLUTION

(Pursuant to Section 141 of the Companies Act, 1948)

of

**CLYDESDALE BANK INDUSTRIAL FINANCE
LIMITED.**

Passed 19th September 1984

At an Extraordinary General Meeting of the Members of Clydesdale Bank Industrial Finance Limited, duly convened and held within the Registered Office, 30 St. Vincent Place, Glasgow, on 19th September 1984, the following Special Resolution was duly passed:-

"That the name of the Company be changed as from 1st October 1984, to Clydesdale Bank Equity Limited".


Secretary.



No. of Company 74384 / 21


The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum
and Articles
of Association of

CLYDESDALE BANK EQUITY LIMITED

(Incorporated the 3rd day of April 1981)

 Oswalds of Edinburgh Limited
Registration Agents
24 Castle Street
Edinburgh EH2 3HT
Telephone 031 225 7308/9 Telex 72428

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CLYDESDALE BANK EQUITY LIMITED

1. The name of the Company is "CLYDESDALE BANK EQUITY LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-

(1) To carry on business as an investment company and in particular (without prejudice to the generality of the foregoing) to invest or re-invest the funds of the Company in, and to acquire and hold shares, stocks, debenture stock, bonds, obligations and securities issued or guaranteed by, any company constituted or carrying on business in the United Kingdom or elsewhere, and any right or interest therein, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or a authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein, and annuities for any period or periods, whether certain or uncertain, or on the life or lives of any person or persons and any right or interest therein, and from time to time to vary any such investments.

(2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and either with a view to investment or for resale or otherwise, and to vary the investments of the Company, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

(3) To purchase or otherwise acquire for any consideration payable partly or wholly in cash or partly or wholly in shares, obligations or debentures of the Company and (either in its own name or in the name of any trustee or trustees, nominee or nominees or otherwise on behalf or for the account of the Company), to hold, sell, dispose of, deal in, traffic with and turn to account property of all kinds, heritable and moveable, real and personal and wherever situate and in particular lands, buildings, hereditaments, superiorities, ground annuals, freehold and leasehold ground rents, business concerns and undertakings, heritable securities, mortgages,

charges, annuities, patents, licences, concessions, merchandise, produce, policies, book debts, and claims, and any interest in property, heritable or moveable, real or personal or any claims against such property or against any persons, government authority or company, and to carry on any business concern or undertaking so acquired and to work, manage and develop any property so acquired.

(4) To take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts and agents.

(5) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

(7) To acquire any estate or interest in and to take options over, consist and develop any property, heritable or moveable, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with any such property or rights.

(8) To enter into any guarantee, contract of indemnity, caution or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description.

(9) To lend money to, or grant or provide credit or financial accommodation to any person or company, in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

(10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.

(11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the property, heritable and

moveable, real and personal (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(12) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures, or other obligations or securities whether fully or partly paid up, of any other Company.

(13) To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents. To act as trustee of any deeds constituting or securing any debentures, debenture stock, or other securities or obligations, and to undertake and execute any other trusts, and also to undertake the office of executor, administrator, receiver, treasurer, registrar or secretary.

(14) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

(15) To establish or promote, or concur or participate in establishing or promoting any company for the purpose of carrying on any business or activity within the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(16) To procure the registration or incorporation of the Company in or under the laws of any place outside Scotland and to establish and maintain branches and agencies in any part of the world.

(17) To subscribe or guarantee money for any purposes which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.

(18) To grant pensions, or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or its predecessors in business or the relations, connections or dependants of any such persons, and to establish or support, pension or superannuation schemes or funds, and any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.

(19) To distribute any of the property of the Company among its Members in specie.

(20) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

To do all such things as may be considered incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any government or statutory body, partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

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

WE, the several persons whose names and addresses 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
--	---

Alexander Logan McClure,
'Harmony',
Barnton Avenue,
Edinburgh.

One

Writer to the Signat.

Sir Eric Grant Yarrow, BT., MBE.,
Cloak,
Kilmalcolm, Strathclyde.

One

Shipbuilder.

Dated this 11th day of March 1981.

Witness to the above Signatures:- Henry Aitken,
283 Churchill Drive,
Glasgow.

Bank Official.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

CLYDESDALE BANK EQUITY LIMITED

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

INTERPRETATION

2. In these Articles unless there is something in the subject or context inconsistent therewith:-

"The 1948 Act" means the Companies Act, 1948;

"The 1980 Act" means the Companies Act, 1980;

"The Statutes" means the 1948 Act, the 1980 Act and every other Act for the time being in force concerning companies and affecting the Company;

"The Company" means this Company, and "company" includes any body corporate or association of persons whether or not a company within the meaning of the Statutes;

"The Articles" means these Articles of Association or other regulations of the Company for the time being in force;

"The Directors" means the Directors for the time being of the Company as a body, or a quorum of the Directors present at a meeting of the Directors;

"The Secretary" means the secretary for the time being of the Company or any assistant or deputy secretary or any person appointed by the Directors to carry out any of the duties of the secretary whether generally or in any particular case;

"The Auditors" means the auditors for the time being of the Company;

"Member" means a member of the Company;

"The Office" means the registered office for the time being of the Company;

"The Seal" means the common seal of the Company;

"The United Kingdom" means Great Britain and Northern Ireland;

"Dividend" includes bonus;

Words importing the singular number include the plural number, and vice versa;

Words importing the masculine gender include the feminine gender;

Words importing persons include corporations;

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Subject as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

3. The Company is a Private Company.

BUSINESS

4. Any branch or kind of business which by the Memorandum of Association of the Company or the Articles is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

5. No part of the Company's funds shall be employed in the purchase of or in loans upon the security of any shares in the Company. The Company shall not give any financial assistance for the purpose of or in connection with the purchase of or subscription for any shares in the Company or its holding company, if any. The Company shall not, except as authorised in Section 50 of the 1980 Act, make, or guarantee, or provide any security in connection with, a loan to any Director of the Company or of its holding company, if any. Nothing in this Article shall prohibit transactions mentioned in the proviso to Section 54(1) of the 1948 Act.

SHARES

6. For the period of five years from the date of incorporation of the Company or until otherwise resolved by the Company in general meeting, the whole shares of the Company so far as remaining unissued from time to time shall be at the disposal of the Directors, and they may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount.

7. The provisions of Subsections (1), (6) and (7) of Section 17 of the 1980 Act shall not apply to any offer or allotment of shares but otherwise the Directors shall, as regards any such offer or allotment, comply with such of the provisions of the Statutes as may be applicable thereto.

8. Except as required by law, 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 except as provided by the Articles) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

9. (1) Every Member shall be entitled to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares without payment or several certificates each for one or more of his shares upon payment of such sum, if any, not exceeding fifty new pence as the Directors shall from time to time determine for every certificate after the first: Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share or shares to one of several joint holders shall be sufficient delivery to all such holders.

(2) A Member who has transferred part of his shares comprised in a share certificate shall be entitled to receive, without payment and within two months after the lodgment of the transfer of the shares transferred, a certificate comprising the shares not transferred.

10. Every certificate for shares or debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be under the Seal. Every certificate for shares shall specify the number of shares to which it relates and the amount paid up thereon.

11. If a share certificate is defaced, worn out, lost or destroyed it may be renewed on payment of such fee, if any, not exceeding fifty new pence and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

TRANSFER OF SHARES

12. Subject to the provisions of the Articles, any Member may transfer all or any of his shares by instrument in writing, in the usual common form or any other form which the Directors may approve, executed by or on behalf of the transferor and, in the case of a transfer of a share not fully paid, by or on behalf of the transferee.

13. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

14. No share shall in any circumstances be transferred to any pupil, minor, infant, bankrupt or person of unsound mind.

15. (1) The Directors may, in their absolute discretion and without assigning any reason, decline to register the transfer of a share (whether fully paid up or not).

(2) The Directors may also decline to register any instrument of transfer unless:-

(a) the fee, if any, payable in respect of registration thereof has been paid to the Company;

(b) the duly stamped instrument of transfer is deposited at the Office, or such other place as the Directors may determine, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

16. If the Directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

17. All instruments of transfer which shall be registered shall be retained by the Company. Any instrument of transfer which the Directors may decline to register shall be returned to the transferee, unless the Directors suspect fraud.

18. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine: Provided always that such registration shall not be suspended for more than thirty days in any year.

TRANSMISSION OF SHARES

19. In the event of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the share; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any shares which had been solely or jointly held by him.

20. (1) Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the holder thereof.

(2) If the person so becoming entitled shall elect to be registered himself, he shall give to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the provisions of the Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

21. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to, and may give a discharge for, any dividends and other advantages to which he

would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

REGISTRATION FEES

22. The Company shall be entitled to charge a fee (of such amount as the Directors may from time to time decide) on the registration in the register of members of every instrument of transfer, confirmation, probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

CONVERSION OF SHARES INTO STOCK

23. The Company may by ordinary resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.

24. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit.

25. Stock may only be transferred in minimum units, or multiples of minimum units, of such amount as the Directors shall from time to time determine, but so that the amount of a minimum unit shall not exceed the nominal amount of the individual shares from which the stock arose.

26. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if the stock held by them existed as shares, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing as shares, have conferred that privilege or advantage.

27. Unless otherwise expressly provided, such of the Articles as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

28. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

29. Except as far as otherwise provided by or pursuant to the Articles or by the conditions of issue, any new share capital shall be considered as part of, and shall be subject to the same provisions with reference to transfer, transmission and otherwise as the original ordinary share capital.

30. The Company may by ordinary resolution:-

(a) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(b) sub-divide its existing shares, or any of them into shares of smaller amount than is fixed by its Memorandum of Association subject, nevertheless, to the provisions of Section 61(1)(d) of the 1948 Act, and so that, as between the resulting shares, one or more of such shares may, by the resolution effecting such sub-division, be given any preferential rights, privileges and advantages, as regards dividends, voting at meetings of the Company and otherwise, over the others or any other of such shares;

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

31. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account, in any manner authorised by law, but with and subject to any incident authorised or consent required by law.

GENERAL MEETINGS

32. (a) The Company shall, in each year, hold a general meeting as its Annual General Meeting, in addition to any other meetings in that year: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. No more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

(b) Subject to the provisions of the Statutes, a resolution in writing signed by all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed attorney.

33. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

34. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director or any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

35. The time and place of any meeting shall be determined by the convenors of the meeting.

NOTICE OF GENERAL MEETINGS

36. (1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least. Any other meeting of the Company shall be called by fourteen days' notice in writing at the least:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) In the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

(2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

(3) The notice convening an Annual General Meeting shall specify the meeting as such.

(4) The notice convening a meeting to consider a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

(5) In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not also be a Member.

37. (1) Notice of every general meeting shall be given in any manner authorised by the Articles to:-

(a) every Member holding shares conferring the right to attend and vote at the meeting who at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares in the Company, except those Members who pursuant to Article 107 are not entitled to receive notice from the Company; and

(b) the Auditors.

(2) No other person shall be entitled to receive notice of general meetings.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the appointment of Auditors, the fixing of, or the determination of the manner of the fixing of, the remuneration of the Auditors, and the voting of additional remuneration to the Directors.

39. (1) No business shall be transacted at any general meeting unless a quorum of Members is present. Save as herein otherwise provided, two Members present in person or by proxy shall be a quorum.

(2) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine.

40. The Chairman of the Board of Directors or, failing him, a Deputy Chairman, shall preside as chairman at every general meeting of the Company, or if there is no such Chairman or Deputy Chairman, or if neither the Chairman nor any Deputy Chairman shall be present within fifteen minutes after the time appointed for the holding of the meeting or be willing or able to act, the Directors present shall elect one of their number to be chairman of the meeting. If at any meeting no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.

41. The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

42. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a poll is demanded:-

(a) by the chairman of the meeting; or

(b) by one or more Members entitled to vote at such meeting present in person or by proxy.

A demand for a poll may be withdrawn. Unless a poll be so demanded, a declaration by the chairman of the meeting that a

resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

43. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

44. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time as the chairman of the meeting directs. In all other respects a poll shall be taken in such manner as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

46. Subject to any special rights or restrictions attached to any class of shares and to the provisions of the next succeeding Article, on a show of hands every Member present in person or by proxy shall have one vote, and on a poll every Member present in person or by proxy shall have one vote for each £1 in nominal amount of share capital of which he is the holder.

47. If two or more persons are jointly entitled to a share, the vote of the senior who tenders a vote in respect of such share, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members as the holders of such share.

48. Any corporation which is a Member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

49. If any Member shall be incapable of managing and administering his property and affairs, he may vote by his curator bonis, tutor, judicial factor, committee, receiver or other person authorised to act on his behalf and such person may give his vote by proxy on a poll;

but no person claiming to vote pursuant to this Article shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting at which he wishes to vote.

50. A proxy need not be a Member.

51. An instrument appointing a proxy shall be in any usual or common form or in any other form which the Directors shall approve. An instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

52. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or in some other manner approved by the Directors. An instrument appointing a proxy need not be witnessed.

53. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than one hour before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

54. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the Member giving the proxy.

55. A vote given in accordance with the terms of an instrument of proxy shall be treated as valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

56. Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association.

57. (1) Subject as hereinafter provided the remuneration of the Directors shall from time to time be determined by the Company in general meeting and such remuneration shall be divided among the Directors as they may by resolution determine, or failing such determination, equally, except that in such event any Director

holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meeting of the Company or in connection with the business of the Company.

(2) If any of the Directors shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company, the Directors may on behalf of the Company remunerate the Director or Directors so doing, either by a fixed sum or otherwise, as may be determined, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.

58. No Director shall be required to hold any qualification share.

59. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the 1948 Act.

(2) No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise; nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company, with any company or partnership of or in which any Director shall be a member or Director or otherwise interested, be avoided; nor shall any Director so contracting, or being such member or Director, or so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established. A Director may vote in respect of any contract or arrangement in which he is interested as aforesaid and shall be taken into account in ascertaining whether a quorum is present. A Director may occupy any other place or office of profit in the Company other than that of Auditor, and may receive remuneration therefor pursuant to Article 63.

(3) A Director of the Company may continue to be or may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Directors otherwise direct. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company and may exercise any voting rights to which they are entitled as directors of any such other company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, and voting or providing for the payment of remuneration to the directors or officers of such other company.

(4) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director: Provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

60. The Directors shall cause to be kept and maintained such copies or memorandums of the Directors' service contracts and such registers of the Directors' interests in shares and others and of transactions, arrangements or agreements as are required to be kept or maintained by the Company by Sections 26 and 29 of the Companies Act 1967 respectively or by Section 57 of the 1980 Act and shall make the same available for inspection in accordance with the provisions of the said Sections.

POWERS AND DUTIES OF DIRECTORS

61. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Statutes or by the Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to the provisions of the Statutes and of the Articles.

62. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

63. (1) The Directors may from time to time appoint one or more of their body to the office of Managing Director or to any other office or place of profit under the Company (except that of Auditor) for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

(2) If any Director appointed to the office of Managing Director shall cease for any cause to be a Director, he shall ipso facto and immediately cease to hold such office but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(3) A Managing Director or any Director holding any such other office or place of profit shall receive such remuneration or emoluments as the Directors may determine.

(4) The Directors may entrust to and confer upon a Managing Director, or to any Director holding any such other office or place of profit, any of the powers exercisable by them, upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

64. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or

contributory pension or superannuation fund for the benefit of and may grant or procure the granting of pensions, allowances, gratuities or bonuses or death or disability benefits to or in respect of any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or allied to or associated in business with the Company or with any such subsidiary company, or of any business acquired by the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid holding executive office or place of profit, and the wives, widows, families, dependants and personal representatives of any such persons. Any Director (or his personal representatives as the case may be) shall be entitled to participate in and retain for his own benefit or for the benefit of his estate any such pension, allowance, gratuity, bonus or death or disability benefit.

65. The Company may exercise the powers conferred by Section 35 of the 1948 Act with regard to having an Official Seal for use abroad and such powers shall be vested in the Directors.

66. The Directors may from time to time and at any time establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers, inspectors, or agents, and may fix their remuneration, and may delegate to any local board, manager, inspector, or agent any of the powers, authorities and discretions vested in the Directors, with or without power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every Director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.

67. The Directors may delegate any of their powers (with or without power to subdelegate) to committees consisting of such persons as they think fit to be appointed in such manner as the Directors shall by resolution determine; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

68. The Directors may from time to time and at any time by power of attorney appoint any company or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with

any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

69. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

70. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

Any such minute of a meeting if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without further proof of the facts therein stated.

DISQUALIFICATION OF DIRECTORS

71. The office of a Director shall ipso facto be vacated:-

- (a) If by notice in writing to the Company he resigns the office of Director; or
- (b) If he is adjudged bankrupt, or makes any arrangement or composition with his creditors; or
- (c) If he is prohibited from being a Director by an order made under Section 188 of the 1948 Act; or
- (d) If he becomes of unsound mind or otherwise incapable of managing and administering his property and affairs; or
- (e) If he is removed from office pursuant to Section 184 of the 1948 Act; or
- (f) If he is removed from office under Article 72 or 74.

A resolution of the Directors declaring a Director to have vacated office as aforesaid shall be conclusive as to the fact and the grounds of vacation stated in the resolution.

APPOINTMENT AND RETIREMENT OF DIRECTORS

72. (1) Any Member who is the holder of not less than 90 per cent. of the share capital of the Company for the time being issued may at any time and from time to time:-

- and
- (a) appoint any person to be a Director of the Company;
 - (b) remove any Director from his office.

No such appointment or removal shall result in the number of the Directors being less than the appropriate number provided for by Article 56.

(2) Every such appointment and removal shall be effected by notice in writing under the hand of such Member (or, if the appointer is a corporation, then under the hand of a duly authorised officer) given by such Member to the Company at the Office.

73. Notwithstanding the provisions of Section 185 of the 1948 Act, any person who has attained the age of seventy years may be appointed or elected to the office of Director in like manner and without further formality than is required in the case of a person who has not attained that age, and no Director shall vacate his office or be required to retire by reason of his having attained any particular age.

74. The Company may by extraordinary resolution, or subject to the provisions of Section 184 of the 1948 Act by ordinary resolution of which special notice has been given in accordance with Section 142 of the 1948 Act, remove any Director notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

75. (1) The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article.

(2) The Company may by ordinary resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

(3) Any Director appointed pursuant to this Article may be removed pursuant to Article 72.

76. A motion for the appointment or re-appointment of two or more persons as Directors by a single resolution shall not be made at a general meeting of the Company unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

PROCEEDING OF DIRECTORS

77. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless and until otherwise determined, the quorum (when there is more than one Director) shall be two Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

78. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom and who has not given to the Company an address for service within the United Kingdom shall not be entitled to notice of any meeting of Directors.

79. The Directors may elect a Chairman and a Deputy Chairman or Deputy Chairmen of the Board of Directors and determine the period for which they are to hold office respectively and may grant them such remuneration or emoluments (in addition to the remuneration of Directors referred to in Article 57 hereof) as the Directors may determine. If at any meeting of the Directors the Chairman is not present within fifteen minutes after the time appointed for holding the same, or if he is unable or unwilling to act as chairman of such meeting, a Deputy Chairman shall preside falling whom the Directors present shall choose one of their number to be chairman of that meeting.

80. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company notwithstanding that there shall not be quorum, but for no other purpose.

81. All acts done by any meeting of the Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

82. A resolution in writing signed by each of the Directors or by his alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like terms each signed by one or more Directors or their alternates.

ALTERNATE DIRECTORS

83. (1) A Director may appoint any other Director, or any other person approved by the Directors, as his alternate; and may at any time revoke any such appointment.

(2) An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

(3) An alternate Director shall be deemed an officer of the Company and not the agent of his appointor. An alternate Director shall and his appointor shall not be entitled to receive from the

Company the whole or such part of the appointor's remuneration as the appointor shall direct.

(4) An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

(5) All appointments and revocations of appointments of alternate Directors shall be in writing under the hand of the appointor left at the Office.

SECRETARY

84. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions, as they may think fit; and any Secretary so appointed may be removed by them.

85. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

86. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Directors or of a committee of the Directors authorised by the Directors in that behalf or by the authority of such other persons as may be authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be signed either by a Director or by a person authorised by the Directors in that behalf and counter-signed by a Director or by the Secretary or by a person authorised as aforesaid.

DIVIDENDS AND RESERVES

87. The Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

88. No dividend shall be paid otherwise than in accordance with such of the provisions of Part III of the 1980 Act as apply to the Company.

89. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

90. The Directors, with the sanction of the Company in general meeting, may in declaring a dividend direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid up shares, debentures or debenture stock of

any other company, or any one or more of such ways. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

91. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company.

92. The Directors may retain any dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same, or may pay the same to such persons.

93. Any dividend, interest or other moneys payable in cash in respect of a share may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of a share held by joint holders, to the registered address of the person first named in the register of members as the holder of that share, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and shall be sent at the risk of the persons entitled to the money represented thereby.

94. No dividend shall bear interest against the Company.

95. The Directors may, before declaring any dividend, set aside out of the profits of the Company and carry to reserve or reserves such sums as they think proper, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may divide any reserve into such special reserves as they think fit, and may consolidate into one reserve any special reserves or any parts of any special reserves into which any reserve may have been divided, as they think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think prudent not to divide.

96. The Directors shall transfer to the credit of an account to be called "the share premium account" such moneys as shall be required to be so transferred by Section 56 of the 1948 Act.

CAPITALISATION OF PROFITS AND RESERVES

97. (1) The Company in general meeting may, upon the recommendation of the Directors, resolve that it is desirable to

capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend, and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively, or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be allotted to Members as fully paid shares.

(2) The Company in general meeting may upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sums in paying up in full unissued shares to be allotted as fully paid bonus shares to those Members who would have been entitled to that sum if it were distributed by way of dividend and in the same proportions, and the Directors shall give effect to such resolution.

(3) Whenever a resolution is passed in pursuance of paragraph (1) or paragraph (2) of this Article, the Directors shall make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision for the satisfaction of the right of any Member under any such resolution to a fractional part of a share by the issue of fractional certificates, or by payment in cash or otherwise, as they think fit, and also to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation; and any agreement made under such authority shall be effective and binding on all such Members. Further, the Directors may, if they think fit, make provision for the registration of any or all of such shares as aforesaid in the names of nominees of the Members entitled thereto.

ACCOUNTS

98. The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act, 1976.

99. The accounting records shall be kept at the Office, or subject to Section 12(6) and (7) of the Companies Act, 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.

100. The Directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions

or regulations, the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors; and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

101. The Directors shall from time to time, in accordance with Sections 150 and 157 of the 1948 Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those Sections.

102. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' Report and Directors' Report, shall not less than twenty-one days before the date of the meeting be delivered or sent by post to every Member and to every holder of debentures of the Company; Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

AUDITORS

103. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the 1948 Act, Section 14 of the Companies Act, 1967 and Sections 13 to 18 of the Companies Act, 1976.

NOTICES

104. A notice may be given to any Member either personally or by sending it by post to him at his registered address or (if he has no registered address within the United Kingdom) at the address, if any, in the United Kingdom supplied by him to the Company for the giving of notices to him.

105. A notice may be given to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

106. A notice may be given to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post addressed to them by name, or by the title of representatives of the deceased or trustees of the bankrupt Member, or by any like designation, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be entitled, or, until an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

107. A Member having a registered address outside the United Kingdom shall not be entitled to any notices from the Company unless he gives to the Company an address for service within the United Kingdom. Members, being joint holders of a share, shall not

be entitled to any notices from the Company in respect of their holding of that share if the person first named in the register of members as a holder of that share, having a registered address outside the United Kingdom, has not given to the Company an address for service within the United Kingdom.

108. Without prejudice to the last preceding Article a notice exhibited at the Office shall be deemed to have been duly given to any such Member or Members as are mentioned in the last preceding Article.

109. Any document, other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under these Articles, and in the case where notice might be given by exhibiting the same at the Office such document shall be deemed to be duly served if the same is available for him at the Office and a notice to that effect is exhibited at the Office.

110. Any notice or document, if sent by post, shall be deemed to have been given or served twenty-four hours after the letter containing the same is put into the post, and in proving such giving or service it shall be sufficient to prove that the notice or document was properly addressed, stamped and put into a post office or post box. A notice or document given or served by exhibition shall be deemed to be given or served on the day on which the same is first exhibited.

WINDING UP

111. If the Company shall be wound up, the Liquidator may, with the sanction of an extraordinary resolution passed before, on, or after the commencement of the winding up, vest in trustees upon trust for the Members or divide among the Members in specie, any part of the assets of the Company, and any such vesting or division may be otherwise than in accordance with the existing rights of the Members, but so that, if any division is resolved on otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 287 of the 1948 Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorize the distribution of any shares or other consideration receivable by the Liquidator amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members, subject to the right of dissent and consequent rights conferred by the said Section.

INDEMNITY

112. Every Director, Managing Director, Manager, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in or about the business of the Company in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted by the Court.

Names, addresses and descriptions of Subscribers

Alexander Logan McClure,
'Harmony',
Barnton Avenue,
Edinburgh.

Writer to the Signet.

Sir Eric Grant Yarrow, BT., MBE.,
Cloak,
Kilmalcolm, Strathclyde.

Shipbuilder.

Dated this 11th day of March 1981.

Witness to the above Signatures:- Henry Aitken,
283 Churchill Drive,
Glasgow.

Bank Official.

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF

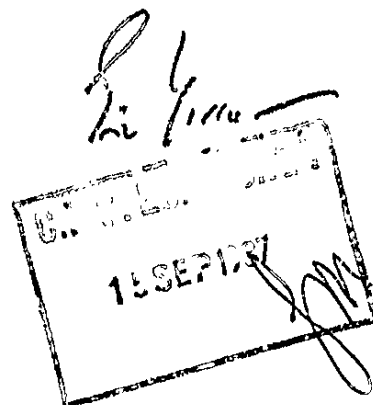
CLYDESDALE BANK EQUITY LIMITED

(Passed on 14th September 1987)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 30 St Vincent Place, Glasgow, G1 2HL on Monday, 14th September 1987 the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That the regulations contained in the document submitted to the Meeting and for the purposes of identification signed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.



76384.
THE COMPANIES ACT 1985

What is contained hereon and on the 23
succeeding pages are the new Articles of
Association of the Company adopted by Special
Resolution passed on 14th September 1987

COMPANY LIMITED BY SHARES

[Signature]
.....Chairman

ARTICLES OF ASSOCIATION

(adopted by special resolution passed on 14th September 1987)

of

CLYDESDALE BANK EQUITY LIMITED

INTERPRETATION

EXCLUSION OF TABLE A

1. The regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall not apply to the Company, except so far as the same are repeated or contained in these articles.

2. In these articles, if not inconsistent with the subject or context

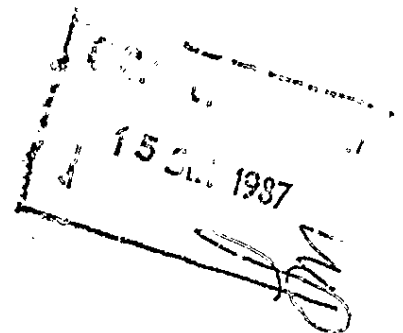
"the Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means the articles of association of the Company as from time to time amended;

"the Company" means the Company above named;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;



"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"meeting" includes a meeting conducted by telephone;

"office" means the registered office of the Company for the time being;

"person" includes a body corporate, whether or not the same is a company as defined by the Act;

"the seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, deputy or assistant secretary;

"the United Kingdom" means Great Britain and Northern Ireland.

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

3. Reference in these articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.

SHARE CAPITAL

4. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
5. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the articles.
6. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may on any issue of shares pay such brokerage as may be lawful.
7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

8. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the Company, the directors may (on the passing of an ordinary resolution by the Company authorising them to allot relevant securities) offer, allot, grant options over or otherwise dispose of any unissued shares in the Company (whether forming part of the original or any increased capital) and such offer, allotment, grant of options or other disposal may be made at such times, and for such consideration and upon such terms as they may determine,
9. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment, for every certificate after the first, of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
11. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

12. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) owing to the Company from any shareholder, whether payable or called in respect of that share or not. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this article.
13. The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

14. To give effect to a sale the directors may authorise any person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference of the sale.
15. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

16. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
17. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
20. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
21. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

22. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
23. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
24. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
25. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
26. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

27. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve. It may be executed under hand and shall be executed by or on behalf of the transferor and, if the share is not fully paid, by or on behalf of the transferee.
28. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share.
29. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
30. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
31. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
32. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given. The Company may destroy all instruments of transfer of shares which have been registered at any time after the expiration of twelve years from the date of registration, and all share certificates and dividend mandates which have been cancelled or have ceased to have effect at any time after the expiration of six years from the date of such cancellation or cessation, and all notifications of change of name and address after the expiration of one year from the date they were recorded, and it shall conclusively be presumed in favour of the Company that every entry in the register which purports to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books of the Company. Provided always that:-
 - (a) the foregoing provisions of this article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;

- (b) nothing contained in this article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (a) above are not fulfilled; and
- (c) references in this article to the destruction of any document include references to its disposal in any manner.

TRANSMISSION OF SHARES

- 33. If a member dies, the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
- 34. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may reasonably require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- 35. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

ALTERATION OF SHARE CAPITAL

- 36. The Company may from time to time by ordinary resolution -
 - (a) increase its share capital by such sum to be divided into new shares of such amount as the resolution prescribes; all such new shares shall be subject to the provisions of the Act and of the articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture or otherwise;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
37. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
38. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account or other undistributable reserve in any way.

PURCHASE OF OWN SHARES

39. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article.

GENERAL MEETINGS

40. General meetings shall be conducted in accordance with the Act, and shall be held at such time and such place as the directors may from time to time determine.
41. All general meetings other than annual general meetings shall be called extraordinary general meetings.
42. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

43. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed -

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

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

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the auditors.

PROCEEDINGS AT GENERAL MEETINGS

44. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
45. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

46. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
47. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
48. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
49. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
50. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.

51. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
52. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
53. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
54. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
55. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
56. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.
57. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

58. Any corporation which is a member of the Company may by a resolution of its directors or any governing body authorise such person as it sees fit to act as its representative at any meeting of the members of the Company or of any class thereof, or of the creditors of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.
59. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.
60. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
61. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
62. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
63. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

64. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
65. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit, and to confer on the proxy the right to agree to the convening of such meeting at short notice and to any adjournment of such meeting. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
66. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari- ally or in some other way approved by the directors may:
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
67. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

68. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.

APPOINTMENT AND RETIREMENT OF DIRECTORS

69. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person willing to act to be a director either to fill a vacancy or as an additional director or remove any director or alternate director from office howsoever appointed.
70. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

ALTERNATE DIRECTORS

71. Any director (other than an alternate director) may appoint any person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
72. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
73. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director.
74. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
75. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

76. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

77. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it.
78. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit, and such committees may further delegate their powers by appointing one or more sub-committees consisting of such person or persons as the committee may nominate (whether directors or not). The directors may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee or sub-committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

79. The office of a director or alternate director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or a receiving order is made against him; or

(c) he is, or may be, suffering from mental disorder and either -

(1) he becomes of unsound mind or a patient for the purposes of any statute relating to mental health, and the directors resolve that his office be vacated, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by written notice to the Company or shall make offers to resign and the directors shall resolve to accept such offer; or

(e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or

(f) he is removed from office pursuant to these articles.

REMUNERATION OF DIRECTORS

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

EXPENSES

81. The directors (and members of any committee or sub-committee appointed pursuant to article 78) may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors (or of such committees or sub-committees) or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

82. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

83. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

84. For the purposes of the preceding article:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) a director shall be deemed to have a material interest in any contract, arrangement or proposal concerning any other company if he is the holder of (otherwise than as bare trustee) or beneficially interested, directly or indirectly, in 1 per cent or more of any class of the equity share capital of such Company or is entitled to exercise more than 1 per cent of the votes of any class of the equity share capital of such company or is entitled to exercise more than 1 per cent of the votes which may be cast at all general meetings of such company;
- (c) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

85. The directors, on behalf of the Company, may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for

the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

86. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

87. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
88. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum, but a director who is also an alternate director shall not be so counted in his capacity as an alternate director.
89. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
90. (a) The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- (b) The directors may appoint one or more of their number to be a deputy chairman or vice-chairman of the board of directors and may at any time remove anyone so appointed from that office.

91. All acts done by a meeting of directors, (or of a committee or sub-committee appointed pursuant to article 78) or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or member of such committee or sub-committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of such committee or sub-committee and had been entitled to vote.
92. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
93. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
94. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
95. If a question arises at a meeting of directors (or of a committee or sub-committee appointed pursuant to article 78) as to the right of a director or member of such committee or sub-committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director or member of such committee or sub-committee shall be final and conclusive.

SECRETARY

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

MINUTES

97. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees and sub-committees appointed pursuant to article 78, including the names of those present at each such meeting.

THE SEAL

98. The seal shall only be used by the authority of the directors or of a committee (or sub-committee) authorised by the directors. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which the seal or an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine, and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.

DIVIDENDS

99. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
100. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

101. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
102. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
103. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of these persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
104. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
105. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.
106. Any dividend declared by the directors, whether or not with the sanction of a general meeting, may be paid wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures, or debenture stock of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

ACCOUNTS

107. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

CAPITALISATION OF PROFITS

108. The directors may with the authority of an ordinary resolution of the Company:

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (c) make such provision by the issue of fractional certificates or payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this article in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

109. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
110. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised by the

member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

111. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
112. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
113. Any notice or other document, if sent by first class post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and if sent by second class post, shall be deemed to have been served or delivered on the second day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at, or transmitted to a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left or transmitted.
114. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred.
115. Where the articles require the giving of notice of any meeting to any person, the accidental omission to give such notice or (in cases where instruments or proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of such notice or such instrument of proxy by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

WINDING UP

116. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

117. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director, other officer, servant, employee, agent, or auditor of the Company shall be indemnified out of assets of the Company against any liability incurred by him as such director, other officer, servant, employee, agent or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief from liability is granted to him by the court. Any liability incurred by a director, other officer, servant, employee or agent in his capacity as a director, other officer, servant, employee or agent of another company which office he has taken up at the request or instigation of the Company shall be deemed to be a liability incurred by him in his capacity as a director, other officer, servant, employee or agent of the Company.
118. For the purposes of the preceding article, "director" shall include a director who provides services outside the scope of his ordinary duties as a director, pursuant to article 82.



Telephone
041-248 7070
Telegraphic Address
Clybanho Glasgow
Telex 77135

PO Box 43
30 St Vincent Place
Glasgow
G1 2HL

Our ref 2072/KWM

Your ref

Date 24 November 1987

Registrar of Companies
Companies Registration Office
102 George Street
EDINBURGH
EH2 3DJ

Dear Sir

AUDITORS

I write to advise you that at a meeting of the Board of Directors of the undernoted Company Messrs Touche Ross & Co., Chartered Accountants, Glasgow and Edinburgh were appointed as Auditors of the Company to serve until the next General Meeting at which accounts are to be laid.

Yours faithfully

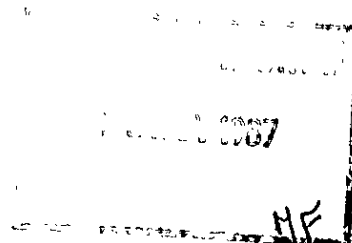
K W Macintosh

Secretary

Note referred to:

Clydesdale Bank Equity Limited

74384



Ernst & Whinney

Chartered Accountants

Savoy Tower
77 Renfrew Street
Glasgow G2 3BZ

Phone: 041 333 9699
Telex: 779367
Fax: 041 332 4963
Rutland Exchange Box No 214

M12/REM

10 November 1987

The Secretary
Clydesdale Bank PLC
30 St Vincent Place
Glasgow
G1 2HL

Dear Sir

Clydesdale Bank Equity Limited

In accordance with section 390 of the Companies Act 1985, we write to notify you of our formal resignation as auditors of the Clydesdale Bank PLC and its Subsidiaries. This resignation takes effect from the time at which you receive this letter.

In accordance with section 390(2) of the 1985 Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the companies.

Yours faithfully

Ernst & Whinney

NOV 1987

MF

**Touche
Ross**



74384

Chartered Accountants

Touche Ross & Co
39 St Vincent Place
Glasgow G1 2QQ
Telephone: National 041 204 2800
International + 44 41 204 2800

Telex: 778602 TRGLAS G
Telecopier (Gp. 3): 041 221 1864

Our Ref: FAG/TMcC/JMS/0111J

14 May 1990

K W Macintosh Esq
Secretary
Clydesdale Bank Equity Limited
30 St Vincent Place
GLASGOW
G1 2HL

Dear Sir

We hereby give notice of our resignation from our appointment as auditors of the company under the Companies Act 1985 with effect from 18 May 1990.

We enclose as required by section 123 of the Companies Act 1989 a notice confirming that there are no circumstances connected with our resignation which in our opinion require to be brought to the attention of the members or creditors of the company.

Yours faithfully

Touche Ross & Co.

Encl

Member
DRT International

Abingdon, Belfast, Birmingham, Bournemouth, Bristol, Cardiff, Gloucester, Glasgow, Leicester, Liverpool, London, Manchester, Newcastle, Nottingham, Plymouth, Newport, Newry and Swansea

Principal office at which a list of members' names is available
101 Horseferry Lane, New Street, London EC4A 3TR

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business

**Touche
Ross**



Chartered Accountants

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Telephone National 041 204 2800
International + 44 41 204 2800

Telex. 778662 TRGLAS G
Telecopier (Gp. 3): 041 221 1864

Glydesdale Bank Equity Limited

In connection with our resignation from our appointment as auditors of the company under the Companies Act we would confirm that there are no circumstances connected with our resignation which in our opinion require to be brought to the attention of the members or creditors of the company.

Touche Ross & Co

18 May 1990

Pursuant to Section 381A of the Companies Act 1985, we, the undersigned, being all the Members of the Company who at the date of this Resolution are entitled to attend and vote at a General Meeting of the Company, hereby unanimously resolve as Elective Resolutions in accordance with Section 379A of the Companies Act 1985 ('the Act') THAT the Company hereby elects:

- (a) pursuant to Section 252 of the Act, to dispense with the laying of Accounts before the Company in General Meeting;
- (b) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
- (c) pursuant to Section 386 of the Act, to dispense with the obligation to appoint Auditors annually.

Dated this ~~twenty-eighth~~ day of February.....1991.

Subscribed on behalf of Clydesdale Bank PLC

Subscribed on behalf of Clydesdale Bank (Head Office) Nominees Limited

.....*A. C. Hamilton*.....
Director

.....*J. K. McLeese*.....
Director

.....*Keith W. Macintosh*.....
Director/Secretary

.....*Keith W. Macintosh*.....
Director/Secretary

A copy of the foregoing Resolutions was delivered to the Auditors of the Company on the eleventh day of February 1991. On the thirteenth day of February 1991, pursuant to Section 381B of the Companies Act 1985, the Company received from the Auditors notice that the Resolutions did not concern them as Auditors. The Resolutions were passed as Written Resolutions pursuant to Section 381A of the Companies Act 1985, the signatures thereto being of all those members who at the date of the Resolutions were entitled to attend and vote at a General Meeting. The date of the Resolutions, being the date of the last signature, was the twenty-eighth day of February 1991. Accordingly the Resolutions have effect and pursuant to Section 381A (5) of the Act are deemed to have been passed on the twenty-eighth day of February 1991.

.....*Keith W. Macintosh*.....
Secretary

Certified a true copy
.....*Keith W. Macintosh*.....
Secretary

28th February 1991

.....Date