

COMPANIES ACT 1985



COMPANY NUMBER SC235707

MITRESHELF 337 LIMITED

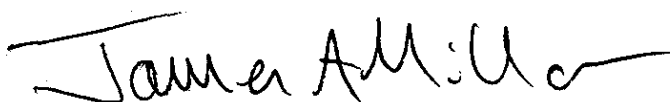
WRITTEN RESOLUTION OF SHAREHOLDER

I, JAMES ALLAN MILLAR, Director of and for and on behalf of Mitreshelf Formations Limited incorporated under the Companies Acts and having its Registered Office at 2 Blythswood Square, Glasgow, G2 4AD the holder of the entire issued share capital of Mitreshelf 337 Limited (Company Number 235707) hereby resolve as follows:-

1. That the Memorandum of Association of the Company be and is hereby altered by deleting paragraph (1) of Clause III of such Memorandum and substituting therefore the following:-
 - (I) (i) To purchase, feu, take on lease or in exchange or otherwise acquire or occupy any lands, buildings, superiorities, feu duties, ground annuals or other heritage either in the United Kingdom or elsewhere or any estate or interest in or any rights connected with any such lands, buildings, superiorities, feu duties or ground annuals.
 - (ii) To develop and turn to account any land and buildings acquired by or in which the Company is interested or in which it may have rights and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, providing water and sewage services, farming and cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with superiors, tenants and others.
 - (iii) To erect, construct and maintain either for sale or let on the lands belonging to the Company for the time being or on any land in which the Company is interested or any part thereof, buildings of any kind and to construct, alter, renovate or repair existing buildings on any of said lands in such manner at such times as may be expedient.
2. That the Regulations contained in the document annexed and signed as relative hereto be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
3. That by virtue of Section 95 (1) of the Companies Act 1985 the provisions of Section 89 (1) shall not apply to the allotment of shares

pursuant to the authority conferred by the Articles of Association adopted pursuant to Resolution 2 above.

4. That conditionally upon the passing of Resolution 2 above the share capital of the Company be reorganised by division into two separate classes of shares comprising 500 A Ordinary Shares of £1 each (to include the 1 subscriber share in issue at the date of passing of the Resolution) and 500 B Ordinary Shares of £1, each such shares to bear the respective rights attaching thereto as set out in the Articles of Association to be adopted by Resolution 2 above.



.....
FOR AND ON BEHALF OF MITRESHELF FORMATION LIMITED

6th December, 2002

There are the Regulations referred
to in Resolution 2 of
Mitreshef 337 Limited
dated 6th December 2002

ARTICLES OF ASSOCIATION

of

MITRESHELF 337 LIMITED

(Company No. SC235707)

(Adopted: 6th December, 2002)

1. In these Articles "Table A" means Table A as set out in the schedule to the Companies (Table A- F) Regulations 1985, and "the Act" means the Companies Act 1985.
2. The following regulations and (subject as provided in the articles) the regulations contained in Table A shall constitute the Articles of Association of the Company.
3. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "the regulations" in each place where they occur.
4. Regulations 8, 17, 40, 50, 54, 64, 66, 73 to 80 (inclusive), 87, 88, 89, 90, 94 to 98 (inclusive), 111, 112 and 115 of Table A shall not apply to the Company.

SHARES

5. The share capital of the Company is £1000 divided into 500 "A" Shares of £1 each and 500 "B" Shares of £1 each. Save as expressly provided in these articles, the "A" Shares and the "B" Shares shall carry the same rights in all respects and the unissued shares in the capital of the Company shall be issued only so that the issued share capital of the Company shall always consist of "A" Shares and "B" Shares in equal numbers to be issued at the same time at the same price and on the same terms as to date for payment.
6. Except as may be agreed otherwise in writing by all the members for the time being of the Company or as otherwise provided in these Articles, the "A" Shares and the "B" Shares shall rank pari passu in respect of the proportions payable to holders of the "A" Shares and to holders of the "B" Shares of sums distributed by way of dividend or otherwise, on any return of capital or on a winding up of the Company.
7. The rights attached to each class of share shall be deemed to be varied by the issue of any further shares and by any alteration to the articles.
8. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company to the extent of the unissued share capital of

the Company at the date of adoption of these Articles, provided that no shares shall be issued at a discount.

9. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities.

LIEN

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

TRANSFER OF SHARES

11. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share unless it is a transfer of shares (i) to an existing shareholder or (ii) to a member of the same group as an existing Shareholder and in each case the Directors shall be obliged to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly apply to the Company.

GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be two members present in person or by proxy of whom one shall be a holder of "A" Shares and one shall be a holder of "B" Shares unless all the holders of shares of any class have waived in writing the quorum requirements as regards that class whether for the meeting or business specified in the waiver or otherwise.
13. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the articles, on a show of hands each member present in person or by proxy shall have one vote and on a poll each member present in person or by proxy shall have one vote for each share of which he is the holder provided that no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of the other class.

14. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.
15. A poll may be demanded by any member.

DIRECTORS

16. The number of directors shall be determined by Ordinary Resolution of the Company, but unless and until so fixed there shall be four directors.
17. The holders of the "A" Shares shall be entitled to appoint two directors and the holders of the "B" Shares shall be entitled to appoint two directors. The holders of the "A" Shares and the holders of the "B" Shares respectively shall be entitled to remove from office any director appointed by them, and to appoint another director in the place of any director appointed by them who for any reason ceases to be a director. Every such appointment or removal shall be in writing signed by or on behalf of all or a majority of the holders of the class of shares concerned and shall take effect upon delivery at the registered office.
18. The quorum necessary for the transaction of the business of the directors shall be two of whom one shall be a director appointed by the holders of "A" Shares (or the alternate of such a director) and one shall be a director appointed by the holders of the "B" Shares (or the alternate of such a director). At meetings of Directors, if there are two "A" Directors in attendance and only one "B" Director, the "B" Director shall have two votes on every matter which is put to the vote at the meeting and at a meeting of Directors where there is one "A" Director in attendance and two "B" Directors in attendance, the "A" Director shall have two votes for every matter which is put to the vote.
19. At any meeting the chairman shall not be entitled to a second or casting vote.
20. The continuing directors may at any one time act notwithstanding any vacancy in their body, but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act for the purpose only of summoning a general meeting of the Company.
21. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
22. Paragraph (e) of Regulation 81 of Table A shall not apply to the Company.
23. Subject to the provision of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors by giving not less than 7 days' notice.

24. 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 appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present. generally to perform all the functions of his appointer 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.

NOTICES

25. A document or notice to be given to any director or member shall be given by sending it by recorded delivery post in a prepaid envelope to his or its registered address. A document or notice shall be deemed to be delivered unless the contrary is proved 48 hours after posting.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MITRESHELF 337 LIMITED

- I. The name of the Company is Mitreshef 337 Limited.
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-
 - *(1)(i) To purchase, feu, take on lease or in exchange or otherwise acquire or occupy any lands, buildings, superiorities, feu duties, ground annuals or other heritage either in the United Kingdom or elsewhere or any estate or interest in or any rights connected with any such lands, buildings, superiorities, feu duties or ground annuals.
 - (ii) To develop and turn to account any land and buildings acquired by or in which the Company is interested or in which it may have rights and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, providing water and sewage services, farming and cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with superiors, tenants and others.
 - (iii) To erect, construct and maintain either for sale or let on the lands belonging to the Company for the time being or on any land in which the Company is interested or any part thereof, buildings of any kind and to construct, alter, renovate or repair existing buildings on any of said lands in such manner at such times as may be expedient.
- (2) To acquire and take over the whole or any part of the business, property and liabilities of any persons (including therein any partnership or corporation) carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company;
- (3) To pay for any property or rights acquired by the Company either in cash or shares or by bond with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has

* Adopted by Written Resolution dated 6th December 2002

power to issue, or partly in one way and partly in another, and generally on such terms as the Directors may approve;

- (4) To apply for, take or otherwise acquire, hold, sell, deal with or dispose of shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part complementary or similar to those of the Company;
- (5) To purchase, take on feu, lease, hire, take in exchange or otherwise acquire any heritable or moveable real or personal property, and to purchase or by other means acquire and protect, prolong, and renew any inventions, patents, patent rights, licences, rights, privileges, protections and concessions which the Company may think necessary or convenient for the purposes of its business, and to use and to turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- (6) To borrow or raise money and to secure the payment thereof by standard security, mortgage, charge or lien, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way, and to receive and take money on deposit at interest or otherwise, and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital, or transfer or convey the same absolutely or in trust and to give the lenders power of sale and other usual and necessary powers;
- (7) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents;
- (8) To remunerate any person, firm or company rendering services to the Company and to satisfy any liabilities, dividends, bonuses or shares of profits payable to members or employees of the Company, or to any person, firm or company, either by cash payments or by the allotment to him or them of shares, bonds, debentures or securities of the Company, credited as paid up in full or in part or otherwise;
- (9) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies;
- (10) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds or retirement benefit schemes, whether contributory or non-contributory, for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to 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 which is allied to or associated with the Company or with any such subsidiary Company, either by substantial common shareholders or one or more common directors or which is the holding company of the Company, or who are or were at any time

directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with or through the holding company of the Company or in conjunction with or through any such other company as aforesaid;

- (11) To lend or advance money or give credit on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company;
- (12) To promote the interests of any company, firm or person, and in particular but without prejudice to the foregoing generality, any company which is for the time being the Company's holding company or subsidiary or another subsidiary of any such holding company, in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving any security, mortgage, charge or lien for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company, firm or person as aforesaid, either with or without consideration whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company, firm or person as aforesaid shall be an object and not a power of the Company;
- (13) To invest any monies of the Company not required for the immediate purposes of its business in such investments or securities as may be thought expedient;
- (14) To enter into any partnership, arrangement in the nature of a partnership, co-operation or union of interests or, agreement for sharing profits or other arrangement of a like nature with any persons engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures or securities that may be agreed upon; and to hold or retain or sell, mortgage and deal with any shares, stock, debentures or securities so received;
- (16) To form, promote, finance, assist, support, take part in the management of or underwrite any other company, association or partnership for any purpose which may seem directly or indirectly calculated to benefit the Company including without prejudice to the foregoing generality a company, association or partnership whose objects in whole or in part include the acquisition of all or any of the property, rights or liabilities of the Company;
- (17) To procure the Company to be registered or recognised in any part of the world;
- (18) To amalgamate with any other company or companies and, for the purpose of such amalgamation, to transfer the undertaking of the Company to the company or companies with which it is being amalgamated or to accept the transfer to the Company of the undertaking of such company or companies or any part or parts thereof;

- (19) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- (20) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, *provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members;*
- (21) To pay all preliminary expenses of the Company and of any company promoted or formed by the Company or of any company in which the Company or its shareholders is or are or may contemplate being interested;
- (22) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business;
- (23) To sell, feu, lease, transfer, exchange, develop, turn to account or otherwise deal with all or any part of the property and rights of the Company and to sell, transfer, exchange, or otherwise dispose of the whole undertaking of the Company or any part thereof in such manner and for such considerations as the Company may think fit, including shares (fully or partly paid up), debentures, debenture stock or securities of any other company;
- (24) To distribute in specie or otherwise in kind amongst the members of the Company any property of the Company and in particular any shares, stock, debentures, interests, rights or securities of other companies, associations or partnerships belonging to the Company, or over which the Company may have power of disposal.
- (25) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise;
- (26) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.
- (27) The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto; and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, and the Company shall have

full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

IV. The liability of the members is limited.

- * V The share capital of the Company is £1,000 divided into 500 "A" Ordinary Shares of £1 each and 500 "B" Ordinary Shares of £1 each with power to the Company to increase or reduce or sub-divide or consolidate or re-classify the said capital and to issue any part of its capital, original or increased, with or without any preference, priority, or special privilege, or subject to any postponement of rights, or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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.

* Altered by Written Resolution dated 6th December 2002

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

(SGD) MARION J MENZIES

ONE ORDINARY SHARE

.....
Marion J Menzies
For and on behalf of:
Mitreshelf Formations Limited
2 Blythswood Square
Glasgow
G2 4AD

Dated this Twenty Seventh day of August 2002

Witness to the above signatures:-

(SGD) MARK O'DOWD

.....
Mark O'Dowd
c/o 2 Blythswood Square
Glasgow
G2 4AD

ARTICLES OF ASSOCIATION

of

MITRESHELF 337 LIMITED

(Company No. SC235707)

(Adopted: 6th December, 2002)

1. In these Articles "Table A" means Table A as set out in the schedule to the Companies (Table A- F) Regulations 1985, and "the Act" means the Companies Act 1985.
2. The following regulations and (subject as provided in the articles) the regulations contained in Table A shall constitute the Articles of Association of the Company.
3. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "the regulations" in each place where they occur.
4. Regulations 8, 17, 40, 50, 54, 64, 66, 73 to 80 (inclusive), 87, 88, 89, 90, 94 to 98 (inclusive), 111, 112 and 115 of Table A shall not apply to the Company.

SHARES

5. The share capital of the Company is £1000 divided into 500 "A" Shares of £1 each and 500 "B" Shares of £1 each. Save as expressly provided in these articles, the "A" Shares and the "B" Shares shall carry the same rights in all respects and the unissued shares in the capital of the Company shall be issued only so that the issued share capital of the Company shall always consist of "A" Shares and "B" Shares in equal numbers to be issued at the same time at the same price and on the same terms as to date for payment.
6. Except as may be agreed otherwise in writing by all the members for the time being of the Company or as otherwise provided in these Articles, the "A" Shares and the "B" Shares shall rank *pari passu* in respect of the proportions payable to holders of the "A" Shares and to holders of the "B" Shares of sums distributed by way of dividend or otherwise, on any return of capital or on a winding up of the Company.
7. The rights attached to each class of share shall be deemed to be varied by the issue of any further shares and by any alteration to the articles.
8. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company to the extent of the unissued share capital of

the Company at the date of adoption of these Articles, provided that no shares shall be issued at a discount.

9. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity securities.

LIEN

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

TRANSFER OF SHARES

11. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share unless it is a transfer of shares (i) to an existing shareholder or (ii) to a member of the same group as an existing Shareholder and in each case the Directors shall be obliged to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly apply to the Company.

GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be two members present in person or by proxy of whom one shall be a holder of "A" Shares and one shall be a holder of "B" Shares unless all the holders of shares of any class have waived in writing the quorum requirements as regards that class whether for the meeting or business specified in the waiver or otherwise.
13. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the articles, on a show of hands each member present in person or by proxy shall have one vote and on a poll each member present in person or by proxy shall have one vote for each share of which he is the holder provided that no shares of any one class shall confer any right to vote upon a resolution for the removal from office of a director appointed by holders of shares of the other class.

14. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.
15. A poll may be demanded by any member.

DIRECTORS

16. The number of directors shall be determined by Ordinary Resolution of the Company, but unless and until so fixed there shall be four directors.
17. The holders of the "A" Shares shall be entitled to appoint two directors and the holders of the "B" Shares shall be entitled to appoint two directors. The holders of the "A" Shares and the holders of the "B" Shares respectively shall be entitled to remove from office any director appointed by them, and to appoint another director in the place of any director appointed by them who for any reason ceases to be a director. Every such appointment or removal shall be in writing signed by or on behalf of all or a majority of the holders of the class of shares concerned and shall take effect upon delivery at the registered office.
18. The quorum necessary for the transaction of the business of the directors shall be two of whom one shall be a director appointed by the holders of "A" Shares (or the alternate of such a director) and one shall be a director appointed by the holders of the "B" Shares (or the alternate of such a director). At meetings of Directors, if there are two "A" Directors in attendance and only one "B" Director, the "B" Director shall have two votes on every matter which is put to the vote at the meeting and at a meeting of Directors where there is one "A" Director in attendance and two "B" Directors in attendance, the "A" Director shall have two votes for every matter which is put to the vote.
19. At any meeting the chairman shall not be entitled to a second or casting vote.
20. The continuing directors may at any one time act notwithstanding any vacancy in their body, but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act for the purpose only of summoning a general meeting of the Company.
21. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
22. Paragraph (e) of Regulation 81 of Table A shall not apply to the Company.
23. Subject to the provision of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors by giving not less than 7 days' notice.

24. 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 appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present. generally to perform all the functions of his appointer 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.

NOTICES

25. A document or notice to be given to any director or member shall be given by sending it by recorded delivery post in a prepaid envelope to his or its registered address. A document or notice shall be deemed to be delivered unless the contrary is proved 48 hours after posting.