

COMPANY NO 3042409

**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTION OF
TIM PARRY JOHNATHAN BALL TRUST LIMITED**

(signed by all Members of TIM PARRY JOHNATHAN BALL TRUST LIMITED)

on 2nd August 2004

We, the undersigned, being all the members of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolve that the resolution set out below be passed as a special resolution of the Company pursuant to the provisions of Section 381A of the Companies Act 1985 and confirm that such resolution shall be valid and effectual as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

THAT THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY BE REPLACED BY ADOPTING NEW ARTICLES OF ASSOCIATION IN THE FORM OF THE NEW ARTICLES PRODUCED TO THE MEETING AND INITIALLED BY ALL THE MEMBERS

COLIN PARRY *x* 

WENDY PARRY *x* 

JOHN GARTSIDE *x* 

MICHAEL SANDERS *x* 



Handwritten signatures and initials at the top right of the page.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE TIM PARRY JOHNATHAN BALL TRUST

INTERPRETATION

1. In these Articles -

"the Company" means The Tim Parry Johnathan Ball Trust

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

"the Seal" means the Common Seal of the Company

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

"the United Kingdom" means Great Britain and Northern Ireland

"the Committee" means the Executive Committee for the time being of the Company

"the officers" means the members of the Executive Committee

Expressions referring to "writing" shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company

GENERAL

2. The number of members with which the Company proposes to be registered with shall be determined from time to time by the Committee

3. The subscribers to the Memorandum, all members of the Committee during their term of office as Committee members and such other persons or organisations as are admitted to membership at the discretion of the Committee shall be members of the Company

4. The Company is established for the purposes expressed in the Memorandum of Association

GENERAL MEETINGS

5. Ordinary General Meetings (hereinafter called "Annual Meetings") shall be held in each year and shall specify the Meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual Meeting of the Company and that of the next provided that so long as the Company holds its first Annual Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual meeting shall be held at such time and place as the Committee shall appoint
6. All General Meetings other than Annual Meetings shall be called Extraordinary General Meetings
7. The Committee may whenever they think fit and they shall upon a request made in writing by any four members of the Company convene an Extraordinary General Meeting or in default such a meeting may be convened by such requisitionists as are provided in accordance with the Statutes

NOTICE OF GENERAL MEETINGS

8. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the Registered Office of the Company
9. Upon the receipt of such requisition the Committee shall forthwith proceed to convene a General Meeting if they do not proceed to convene the same within twenty one days from the date of requisition the requisitionists may themselves convene a Meeting
10. An Annual Meeting or an Extraordinary General Meeting shall be called by twenty one day's notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given 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 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
11. Every notice calling a General Meeting shall specify the place and day and hour of the meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company in General Meeting to such persons as are under these presents entitled to receive such notices from the Company. If any resolution is to be proposed as an extraordinary resolution or a special resolution the notice shall contain a statement to that effect

ROUTINE BUSINESS

12. "Routine business" shall mean and include only business transacted for the purpose of:
- (a) reading considering and adopting the balance sheet and income and expenditure account and reports of the Committee and the auditors and other related documents
 - (b) appointing auditors and
 - (c) matters in connection with membership of the Committee and officers of the Company

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business save as hereinafter otherwise provided. The Chairman plus three members shall be a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such other day and such other time and place as the Committee may determine and if at the adjourned meeting a quorum is

not present within thirty minutes from the time appointed for the meeting the members present shall be a quorum

14. At any General Meeting the Chairman of the Committee shall take the chair
15. The Chairman may with the consent of the meeting adjourn any business 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

VOTE OF MEMBERS

16. No member shall have more than one vote
17. No person shall vote in any matter in which he is personally interested pecuniarily or otherwise or debate on such matter
18. The proceedings of any meetings shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification of any of the persons present or voting thereat
19. At the conclusion of each and every General Meeting the Company shall convene a meeting for the purpose of furnishing information concerning the steps taken by the Company to further its objects to such persons as are in the opinion of the Company interested therein

COMMITTEE

20. The Committee shall consist of the Secretary and not more than fifteen nor less than six members and they shall appoint out of its membership the Chairman of the Company
21. The Committee membership shall consist of the following Founding Members: Colin Parry, John Gartside and Mike Sanders, who shall hold office for their respective lives or earlier if they shall retire and in addition such other Members nominated and approved as being expedient by the Company at its General Meeting

22. The Founding Members shall not be obliged to retire or offer themselves for re-election but all other Members shall be appointed for a term of two years and should retire at the next Annual General Meeting following the expiry of the two year term but may offer themselves for re-election
23. The members for the time being of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company filling up vacancies in their body or summoning a General Meeting but not for any other purpose
24. The Committee shall have absolute control over all the affairs and property of the Company and shall prescribe, alter or cancel rules for the regulation of the Company and shall exercise all such powers of the Company as they shall think fit except as otherwise provided by these Articles
25. The Committee shall engage all such officers and servants as they may consider necessary and shall regulate their duties and fix their salaries

PROCEEDINGS OF THE COMMITTEE

26. The Committee may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think Questions arising at any meetings shall be decided by a majority of votes A member may, and the secretary on the requisition of a member shall at any time summon a meeting of the Committee
27. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee but this shall not be less than four
28. If at any meeting the Chairman is not present, the members present shall choose one of their number to be Chairman of the meeting
29. To further the objects of the Company the Committee may delegate any of their powers to sub committees consisting of such individuals or groups as the Committee may determine Any sub committee so formed shall in the exercise of

the powers so delegated conform to any regulation that may be imposed on it by the Committee

30. All acts done by any meeting of the Committee or a sub committee created under Clause 29 hereof or any person acting as a member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person or sub committee acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a member
31. A resolution in writing by all the members for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held

SECRETARY

32. Subject to the provisions of the Act the Secretary shall be appointed by the Committee for such time and upon such conditions as they may think fit and any Secretary so appointed may be removed by them

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

33. The office of a member of the Committee shall be vacated -
 - (a) if a Receiving Order is made against him or he makes any arrangements or composition with his creditors
 - (b) if he becomes of unsound mind
 - (c) if by notice in writing to the Company he resigns his office
 - (d) if he ceases to hold office by reason of any Order made under Sections 295 to 302 of the Act
 - (e) if he is removed from Office by a resolution duly passed pursuant to Section 303 of the Act
 - (f) if he ceases to be a member by virtue of Section 291 of the Act

SEAL

34. The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a member and shall be countersigned by the Secretary or by some other person appointed by the Committee for that purpose

ACCOUNTS

35. The Committee shall cause accounting records to be kept in accordance with Section 221 of the Act
36. The accounting records shall be kept at the Registered Office of the Company or Subject to Section 222 of the Act at such other place or places as the Committee thinks fit and shall always be open to the inspection of the officers of the Company
37. The Committee 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 Committee or any of them shall be open to the inspection of members not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting
38. At the Annual General Meeting in every year the Committee shall lay before the Company a proper income and expenditure account for the period since the last preceding account or (in the case of the first account since incorporation) made up to a date not more than four months before such meeting together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors and copies of such account balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter

directed to be served The Auditors' Report shall be open to inspection and be read before the meeting

39. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
40. Auditors shall be appointed and their duties regulated in accordance with the Act the members of the Committee being treated as the members mentioned therein

NOTICES

41. A notice may be served by the Company to any member either personally or by sending it by post to him at the address if any within the United Kingdom supplied by him to the Company for giving of notice to him Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted and in any other at the time at which the letter would be delivered in the ordinary course of the post
42. Notice of every General Meeting shall be given in any manner hereinbefore authorised to
 - (a) every member except those members who have not supplied to the Company an address within the United Kingdom for the giving of notices to them
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting and
 - (c) the auditor for the time being of the CompanyNo other person shall be entitled to receive notices of General Meetings

WINDING UP

43. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound up Clause 8 of the Memorandum

of Association of the Company shall have effect as if the provision thereof were repeated herein

Adopted by Special Resolution of the Members dated 2nd August 2004