



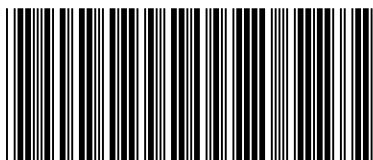
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4802737

The Registrar of Companies for England and Wales hereby certifies that  
**NORTH STAFFORDSHIRE HEALTH & SAFETY GROUP**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 18th June 2003



N04802737P



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— for the record —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

4802737

Company name

NORTH STAFFORDSHIRE HEALTH & SAFETY  
GROUP

I,

BTC (SECRETARIES) LIMITED

of

BTC HOUSE  
CHAPEL HILL  
LONGRIDGE  
PRESTON  
LANCASHIRE  
PR3 3JY

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the  
Companies Act 1985 in respect of the registration of  
the above company and of matters precedent and  
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



*Companies House*

— *for the record* —

# 30(5)(a)

Electronic declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

Company number

4802737

Company name

NORTH STAFFORDSHIRE HEALTH & SAFETY GROUP

I,

BTC (SECRETARIES) LIMITED

of

BTC HOUSE  
CHAPEL HILL  
LONGRIDGE  
PRESTON  
LANCASHIRE  
PR3 3JY

a

person named as a secretary of the above named company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 30(5)(a) of the Companies Act 1985

Statement:

I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above act.  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution

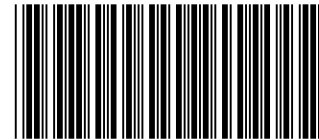


**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**



XH94VLV2

Received for filing in Electronic Format on the: **17/06/2003**

*Company Name  
in full:* **NORTH STAFFORDSHIRE HEALTH &  
SAFETY GROUP**

*Proposed Registered  
Office:* **BTC HOUSE  
CHAPEL HILL  
LONGRIDGE  
PRESTON  
LANCS  
PR3 3JY**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **BUSINESS TAX CENTRE (NW) LIMITED**  
*Agent's Address:* **BTC HOUSE  
CHAPEL HILL  
LONGRIDGE  
PRESTON  
LANCS  
PR3 3JY**

***Company Secretary***

*Name* **BTC (SECRETARIES) LIMITED**

*Address:* **BTC HOUSE  
CHAPEL HILL  
LONGRIDGE  
PRESTON  
LANCASHIRE  
PR3 3JY**

*Consented to Act:* **Y** *Date authorised* **17/06/2003** *Authenticated:* **Y**

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**Memorandum of Association**

- OF -

**NORTH STAFFORDSHIRE HEALTH & SAFETY  
GROUP**

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1. The name of the Company is **NORTH STAFFORDSHIRE HEALTH & SAFETY GROUP**.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-

(a) To promote an increasing awareness in occupational health, safety and welfare amongst industrial, commercial and other interested organisations and to maintain an the interest of the members in the study, application and improvement of accident prevention methods.

To foster and develop the spirit of co-operation between employer and employee as regards occupational health, safety and welfare and to encourage the establishment of active and efficient safe methods of work in places where persons are employed.

To afford facilities for the pooling and dissemination of knowledge; for the study of appropriate statutory requirements; for the reading of papers and the promotion of lectures and discussions; and for other such activities as may tend to further the general objectives of the group.

(b) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously carried on by the Company in connection with or ancillary to any of the general business of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any customers of or persons dealing with the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any

investments made.

(f) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person included any holding company, subsidiary or fellow subsidiary company in any manner.

(g) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(i) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(j) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.

(k) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are to have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents.

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

(m) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

In carrying out the aforesaid objects the Company shall have regard to promoting the physical, mental and spiritual well being of the community.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-clause or from the name of the Company. None of each 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, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether

domiciled in the United Kingdom or elsewhere.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

(b) of any interest on money lent by any Member of the Company or any Director at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any Member of the Company or any Director; and

(d) to any Director of out-of-pocket expenses.

5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other institution (charitable or otherwise) having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income to its or their members. Such institutions to be determined by the members of the Company at or before the time of dissolution.

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.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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BTC (Directors) Limited  
BTC House  
Chapel Hill  
Longridge  
Preston  
PR3 3JY

BTC (Secretaries) Limited  
BTC House  
Chapel Hill  
Longridge  
Preston  
PR3 3JY

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DATED 17 June 2003



*The Companies Acts 1985 and 1989*

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## **Articles of Association**

- OF -

## **NORTH STAFFORDSHIRE HEALTH & SAFETY GROUP**

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### PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A"), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the company.

### INTERPRETATION

2. In regulation 1 of Table A the definition of "the holder" shall be omitted.

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.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent Statute.

### MEMBERSHIP

3. The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership if designed to further the aims and objects of the Company. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the articles shall be Members of the Company. No person shall be admitted a Member of the Company unless

he is approved by the Directors. Membership of the group shall be open to all industrial and commercial firms and other interested organisations and self employed people, on payment of the appropriate subscription. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him. Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-

(1) authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Secretary of the Company, and

(2) at any time by giving notice to the Secretary of the Company revoke the authority of its representative and authorise another representative in his place.

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 of the Company.

The Area Director of the Marshes Area of the Health & Safety Executive or his/her representative shall be welcome as an honorary member.

The Directors are empowered to award "Honorary Life Membership" to persons who have given outstanding service to the Company. Proposals for honorary life membership should be submitted to the Directors for ratification prior to adoption at the following annual general meeting.

Honorary Life members will be eligible to:-

- a. Attend all meetings including annual general meetings and have voting rights at such meetings.
- b. Hold office within the company.
- c. Attend all functions as a guest of the board of directors.

4. A Member may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable and shall cease on death. Any member who has actively retired from paid employment will be entitled to continue membership on payment of one half of his current membership fee. Voting rights will be retained.

#### GENERAL MEETINGS

5. The Company shall hold a General Meeting every year as its Annual General Meeting in addition to any other meetings in that 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 General Meeting of the Company and that of the next. 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. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. 25 members shall form a quorum.

6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. 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 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings

may be convened by the Directors.

#### NOTICE OF GENERAL MEETING

8. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice at the least. 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 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 who are, under the Articles of the Company, entitled to receive such notices from the Company.

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 meetings by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.

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

#### PROCEEDINGS AT GENERAL MEETINGS

10. 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 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 and the appointment of, and the fixing of the remuneration, of the Auditors.

11. No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty five Members present in person or by proxy shall be a quorum.

12. If within half an hour 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 Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

13. The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no Chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect some other Director 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.

14. The Chairman 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 of the business to be transacted at an adjourned meeting.

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

(a) by the Chairman; or

(b) by at least two Members present in person or by proxy; or

(c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in Article 18 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

17. 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.

18. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

20. Subject as herein otherwise provided, every Member present in person or by proxy shall have one vote.

21. No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

22. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member of the Company.

24. 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 registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours 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

twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"....."

I(We).....of.....in the County of.....being a member (members) of the above named Company hereby appoint.....on my (our) behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting, and at any adjournment thereof.

Signed this.....day of.....20.....

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"....."

I(We).....of.....in the County of.....being a member (members) of the above named Company hereby appoint.....on my (our) behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting, of the Company to be held on the.....day of.....and at any adjournment thereof.

Signed.....this.....day of.....20.....

This form is to be used in \*favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or an adjourned meeting at which the proxy is used.

#### DIRECTORS

29. Until otherwise determined by the Company in General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be one.

30. The first Directors shall be the persons named in the Statement delivered under Section 10 of the Act.

31. The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall retain his office only until the next Annual General Meeting and shall then be eligible for re-election.

32. No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

#### BORROWING

33. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, 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.

#### POWERS AND DUTIES OF THE DIRECTORS

34. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or other legislation applicable to the Company or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act, such other legislation or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

36. The Directors shall have power from time to time to appoint one of their number to be Chairman of the Board of Directors and determine the period for which he is to hold office.

37. 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;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

38. The Directors shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Directors for the adoption, making, alteration or revocation of such bye-laws shall be subject to confirmation by Special Resolution of the Company at the next Annual General Meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or if any alterations or additions thereto, or having otherwise no notice of them.

39. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a General Meeting but not for any other purpose.

#### DISQUALIFICATION OF DIRECTORS

40. The office of Director shall be vacated if a Director:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors;

(b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

(c) ceases to be a Member of the Company;

(d) by notice in writing to the Company resigns his office;

(e) is removed from office by a resolution passed pursuant to Section 303 of the Act.

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner prescribed by section 317 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### PROCEEDINGS OF THE DIRECTORS

41. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of a meeting shall have a second or casting vote.

42. 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 shall not be entitled to notice of meeting.

43. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.

44. Notwithstanding Article 43 should the number of Directors fall below the minimum required then the continuing Directors may act until such time as replacement Directors are appointed under provision of Article 31 above.

45. The Chairman for the time being of the Directors shall be entitled to preside at all meetings of the Directors at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.

46. The Directors may delegate any of their powers to committees consisting of such person or persons (whether or not Directors or Members of the Company) as the Directors think fit but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall be subject at all times to the control of the Directors.

47. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.

48. All acts bona fide done by any meeting of the Directors or of any committee set up by the Directors or by any person acting as a Director or Member of any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Director or Member of the committee.

49. A resolution in writing signed by all the Directors for the time being or of any committee set up by the Directors who are duly entitled to receive notice of a meeting of the Directors or such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee respectively duly convened and constituted.

50. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

#### SECRETARY

51. Subject to section 10(5) of the Act, the secretary shall be appointed by the Directors for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.

#### THE SEAL

52. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a committee of Directors authorised by the Directors on their behalf, and subject as hereinafter mentioned every instrument to which the seal shall be affixed be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors as an Authorised Signatory for that purpose.

#### ACCOUNTS

53. The Directors shall cause accounting records to be kept in accordance with Section 221 of the Act, or other legislation for the time being applicable to the Company.

54. 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 Directors think fit, and shall always be open to the inspection of the officers of the Company.

55. 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.

56. At the Annual General Meeting in every year the Directors shall lay before the Company an income and expenditure account for the period to the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 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 Auditor's report shall be open to inspection and be read before the meeting as required by Section 236 of the Act.

#### AUDIT

57. 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.

58. Auditors shall be appointed and their duties regulated in accordance with the Act.



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NAMES AND ADDRESSES OF SUBSCRIBERS

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BTC (Directors) Limited  
BTC House  
Chapel Hill  
Longridge  
Preston  
PR3 3JY

BTC (Secretaries) Limited  
BTC House  
Chapel Hill  
Longridge  
Preston  
PR3 3JY

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DATED 17 June 2003