

CERTIFICATE OF UPDATING

**THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE
MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

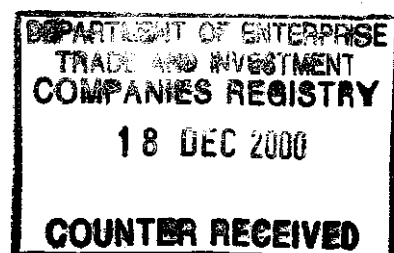
WILLIAM SPROTT (PORTADOWN) LIMITED

AS AT THE : 13 DECEMBER 2000

SIGNED

A handwritten signature in dark ink, appearing to read "G. A. Lavelle", written over a horizontal line.

Director



No. N.I. 2045



Certificate of Incorporation.

I hereby certify that

William Sprott (Portadown)
Limited

is this day Incorporated under the Companies Act (Northern Ireland), 1932,
and that the Company is **Limited**.

Given under my hand at Belfast, this second day
of April One Thousand Nine Hundred and forty-six.

J. P. [Signature]
Registrar of Companies for Northern Ireland.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WILLIAM SPROTT (PORTADOWN) LIMITED
(A PRIVATE COMPANY)

1. The name of the Company is WILLIAM SPROTT (PORTADOWN) LIMITED.
2. The Registered Office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:-
 - (a) To acquire and take over all or any of the assets, goodwill, or other interest of the business of Provision Curers and Provision Merchants, manufacturers of sausages and cooked meats, heretofore carried on under the style of William Sprott, and to carry on, at Portadown or elsewhere in the United Kingdom, the said business, and to pay for the same in cash, debentures, or debenture stock or shares of this Company, or otherwise as may be determined.
 - (b) To carry on in the United Kingdom or elsewhere the trade or business of Provision Curers and Provision Merchants in all its branches, manufacturers of sausages and cooked meats, killing of pigs, Lard rendering, General Produce Merchants, and Dealers in all kinds of produce, grain, flour, meal, and the products thereof, and in all kinds of farm produce, and in oilcake and feeding stuffs, and butter, eggs, fruit, jam, bacon and provisions generally.
 - (c) To carry on the business of Seed, Chemical Manure, Agricultural Implement Merchants, Grocers, Fishmongers, Fish Curers, and General Agents, either wholesale or retail, and to engage in farming and fruit growing operations, and generally to manufacture, buy, sell, deal, exchange, and trade, on commission, or otherwise, in all goods, articles and things usually bought, sold, dealt, and traded in by provision curers and provision merchants, producemen, fruiterers, seedsmen, agricultural agents, and general merchants, and grocers and fishmongers, and fish curers, either in the United Kingdom or elsewhere.

- (d) To purchase or otherwise acquire, build, charter, take on hire, equip, load, work, sell, repair, on commission or otherwise, or manage ships, boats, barges, or lighters and vessels of all kinds, to carry on the business of shipowner, ship's husband or manager or shipbroker in all its branches, and to make and to acquire and to use or hire any vehicle or mechanical means of transport for goods (including waggons on any line of railway), and to carry on the business of carriers, whether by road, rail, air or water.
- (e) To manufacture or otherwise provide any kind of artificial light for use of the Company's premises or elsewhere; to carry on the business of a Company for the supply of any such light to any person, firm, company, corporation, municipal or local authority, or for any purpose whatsoever.
- (f) To buy, sell, manufacture, manipulate, prepare for market, improve, alter, take or let on hire and deal in commodities of all kinds which can conveniently be dealt in by the Company, in connection with any of its objects, and to carry on any other business (manufacturing or otherwise) which can conveniently be carried on in connection with any of the above specified objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights for the time being of the Company.
- (g) To establish and regulate shops, warehouses, offices, stores, depots, or agencies for the purposes of the Company, whether in the United Kingdom or abroad.
- (h) To acquire from time to time and to manufacture and deal in all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
- (i) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, canals, docks, wharves, water-courses, hydraulic works, gas works, electric works, factories, buildings, warehouses and other works, and conveniences which may seem, directly or indirectly, conducive to any of the Company's objects, and to contribute to, subsidize, or otherwise assist or take part in any such operations.
- (j) To make and carry into effect arrangements with carriers, railway, ship, and other companies and persons for any of the purposes of the Company; and to take and hold shares in such Companies.
- (k) To acquire and take over the whole or any part of the business, property, and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company, and to pay for same in cash, debentures, debenture stock, or shares of this Company, or otherwise as may be determined.

- (l) To take or otherwise acquire and hold shares, stock, debentures or other interests in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as, directly or indirectly, to benefit this Company, and to promote any such Company or any Company to acquire any assets of this Company.
- (m) To make and carry out any arrangements for amalgamation or co-operation with any Company, firm or person carrying on any like business, and to give to any such Company, firm or person, or its creditors or customers, any indemnity, guarantee or security.
- (n) To purchase, take, on lease or in fee, or in exchange or otherwise acquire and use any real or personal property, patents, licences, rights, concessions, or other privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company, and to pay for same in cash, debentures, or debenture stock or shares of this Company, or otherwise as may be determined; to sell, maintain, improve, repair, insure, and effect insurances upon, manage, develop, alter, grant licences in respect of, grant in fee farm, lease, mortgage, exchange, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company, and effect insurances against all or any and every kind of loss or liabilities (contingent or otherwise) of the Company, and to pay premiums on any such insurance.
- (o) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (p) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants (other than share warrants), debentures and other negotiable or transferable instruments.
- (q) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade, or other authority for enabling the Company to carry out its objects, or any of them, or for conferring on the Company any additional powers, or for modifying its business, or for any other purpose which may seem expedient, and to oppose any bills, proceedings, or applications, which may be thought to be, directly or indirectly prejudicial to the company.
- (r) To remunerate any person, firm, or Company, rendering service to this Company, or any person in the employment of the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company, credited as paid up in full, or in part, or otherwise, and to subscribe to any charitable or public object, and any institution, society, or

club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business.

- (s) To receive money on deposit, and to lend money on any terms that may be thought fit, and particularly to customers or other persons having dealings with the Company, and to invest money, and to guarantee the performance of contracts or other obligations.
- (t) To enter into any partnership or arrangement in the nature of a partnership with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct, or from which this Company would or might derive any benefit, whether direct or indirect.
- (u) To sell or dispose of the undertaking of the Company, or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, or securities of any other Company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (v) To distribute any of the Company's property among the members in specie.
- (w) To register the Company in any foreign country, colony, or dependency.
- (x) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (y) To do all things incidental or conducive to the attainment of any of the foregoing objects.

- 4. The liability of the members is limited.
- 5. The share Capital of the Company is £8,000 divided into 8,000 shares of £1 each.
- 6. The Company has power from time to time to increase its Capital and to issue any shares in the original or increased capital with preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of Capital or otherwise as the Company may from time to time by special resolution determine.

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

No. of Shares taken by
each Subscriber

WILLIAM SPROTT
"ARDEN"
THOMAS STREET
PORTADOWN

PROVISION MERCHANT

ONE

ERNEST D. FORBES
SEAGOE
LURGAN ROAD
PORTADOWN

CLERK

ONE

Total Shares taken

TWO

Dated this 26th day of March 1946

Witness to the above Signatures:-

J. MURRAY BRIGHT
SOLICITOR
PORTADOWN

The Companies Act (Northern Ireland), 1932

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WILLIAM SPROTT (PORTADOWN) LIMITED
(A PRIVATE COMPANY)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Act (Northern Ireland), 1932 (hereinafter referred to as Table "A"), shall apply to the Company, and in case of any conflict between these Articles and the regulations in Table "A" the provisions herein contained shall apply.

2. Clauses 21, 45, 64, 65, 69, 82 and 101 of Table "A" shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a "Private Company" within the meaning of the Act and accordingly the following provisions shall have effect, namely:-

- (a) The number of members for the time being of the Company (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is not to exceed 50, but where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph, be treated as a single member.
- (b) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.
- (c) The right of Transfer of shares shall be restricted as hereinafter provided.

TRANSFER AND TRANSMISSION OF SHARES

4. A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor, but, save as aforesaid and as provided by Articles 8 and 9 hereof no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at a fair value.

5. Except where the transfer is made to a member or pursuant to Articles 7 or 8 hereof the person proposing to transfer any shares (hereinafter called the "retiring member") shall give notice in writing (hereinafter described as a "sale notice") to the Company that he desires to transfer the same. The sale notice shall specify the denoting numbers of the shares which the retiring member desires to sell and shall constitute the Company the agent of the retiring member for the sale of the shares to any member of the Company or person selected as aforesaid at the fair value to be fixed in accordance with these Articles. The sale notice may include several shares, and in such case shall operate as if it were separate notice in respect of each. The sale notice shall not be revocable except with the sanction of the Directors.

6. If the Company shall, within the space of twenty-eight days after service of a sale notice, find a member or person selected as aforesaid willing to purchase any share comprised therein (hereinafter described as a "purchasing member") and shall give notice thereof to the retiring member, the retiring member shall be bound, upon payment of the fair value, to transfer the share to such purchasing member, who shall be bound to complete the purchase within seven days from the expiration of such last-mentioned notice. The Directors shall, with a view to finding a purchasing member, offer the shares comprised in a sale notice to the existing members of the Company other than the retiring member, as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as regards the finding of a purchasing member for any shares not accepted by a member to whom they have been so offered as aforesaid, within the time so limited as they shall think just and reasonable.

7. In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Company may give a good receipt for the purchase price of such shares and may register the purchasing member as holder thereof, and issue to him a certificate for the same, and thereupon the purchasing member shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

8. If the Directors shall not, within the space of 28 days after service of the sale notice, find a purchasing member for all or any of the shares comprised therein and give notice in manner aforesaid, or

if through no fault of the retiring member the purchase of any shares in respect of which such last-mentioned notice shall be given shall not be completed within seven days after the expiration of such notice, the retiring member shall at any time within six months thereafter be at liberty, subject to Articles 3 and 11 hereof, to sell and transfer the shares comprised in sale notice (or such of them as shall not have been sold to a purchasing member) to any person at any price.

9. Subject to Articles 3 and 11 any share may be transferred at any time by a member to his or her husband, wife, son, daughter, stepson, or stepdaughter and such transferee shall have a like power of transfer and any shares of a deceased member may be transferred by his executors or administrators to the widow or widower of such deceased member or any such relative as aforesaid of such deceased member being a *cestui que trust* or specific legatee thereof who shall have the like power of transfer and shares standing in the name of any deceased member may be transferred to the Trustees of his will and upon any Change of Trustees may be transferred to the Trustees for the time being of such Will.

10. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give), be registered as a member, or may, subject to the regulations as to transfers, hereinbefore contained transfer such shares to himself or any other person.

11. The Directors of the Company shall have power in their absolute discretion to decline to register any transfer of Shares without assigning any reason therefor. Clause 19 of Table "A" shall be modified accordingly.

12. Whenever any member of the Company who is employed by the Company in any capacity ceases to be employed by the Company the Directors may at any time resolve that such member do retire and thereupon he shall be deemed to have served the Company with a transfer notice pursuant to Article 5 hereof and the provision of Articles 5 to 8 hereof (both inclusive) shall take effect. Notice of the passing of any such resolution shall be given to the member affected thereby.

13. The Company in General Meeting may from time to time by resolution fix the price at which Shares of the respective classes of which the Capital shall for the time being consist, may be purchased in pursuance of a transfer notice, and the price so fixed shall for the purposes of Articles 5 to 8 (inclusive) hereof be deemed to be the fair value of any share comprised in such transfer notice. Such resolution shall remain in force until the expiration of one year after the passing thereof, or for such less period as shall be specified therein, or until by simple resolution of a General Meeting it shall be annulled. If at the time when a transfer notice is given as aforesaid, any such resolution fixing the fair value is in force, the fair value fixed thereby shall be deemed to be the fair value of the shares comprised in such transfer notice. But if at the time when a transfer notice is given as aforesaid no such resolution is in force, it shall rest with the proposing transferor and the purchasing

member to fix by agreement the fair value of the Shares comprised in the transfer notice, and if they cannot agree the Auditor of the Company shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and the sum so certified shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator.

PURCHASE OF OWN SHARES

14. Subject to the provisions of the Companies (Northern Ireland) Order 1986, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

15. Two members personally present shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

DIRECTORS

16. The number of the Directors shall not be less than two.

17. The First Directors of the Company shall be William Sprott and Ernest Duncan Forbes. The said William Sprott shall be the Managing Director and while holding such office shall be Chairman of the Company and he shall hold office for life or until he resigns the office subject only to Clause 72 of Table "A" and while holding office pursuant hereto he shall not be subject to retire by rotation nor be taken into account in determining the rotation of Directors.

POWERS AND DUTIES OF DIRECTORS

18. Regulation 70 of Table "A" shall be altered by omitting therefrom the provision that every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book kept for that purpose.

19. A resolution in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

20. Subject to the express directions of the Board of Directors and to any directions which may be given by the Company in General Meeting the Managing Director shall manage the business of the Company, and shall be at liberty upon his own responsibility to do on behalf of the Company any act which the Directors may do, except make calls, forfeit shares, borrow money, or fill a casual vacancy on the Board or appoint an additional Director.

21. A Director may hold any other office or place of profit under the Company except that of auditor upon such terms as to remuneration and otherwise as may be determined by the Board.

22. Save as herein otherwise provided the remuneration of the Directors shall be from time to time determined by the Company in General Meeting.

23. The Directors may from time to time at their discretion, raise, or borrow any sum or sums of money for the purposes of the Company.

24. The Directors may raise or secure the repayment of such moneys in such manner, and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debenture or Debenture Stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital, for the time being. Such Debentures, Debenture Stock or other securities may be made assignable, free from any equities, between the Company and the person to whom the same may be issued.

25. Any Debentures, Bonds, or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

26. So long as the said first Directors shall continue to hold office as Directors they may from time to time or at any time appoint other persons to be Directors of the Company, and define, limit and restrict their powers and fix their duties and remuneration, and may at any time without any notice remove any Director so appointed from his office.

27. So long as the said first Directors shall continue to hold office as such Directors the provisions of Table "A" as to appointment, remuneration, qualification, rotation and removal of Directors shall be in abeyance. So soon as the first Directors shall cease to be Directors of the Company, the Company in General Meeting shall appoint Directors to whom the provision of Table "A" as modified by these Articles shall apply.

Names, Addresses and Descriptions of Subscribers

WILLIAM SPROTT
"ARDEN"
THOMAS STREET
PORTADOWN

PROVISION MERCHANT

ERNEST D. FORBES
SEAGOE
LURGAN ROAD
PORTADOWN

CLERK

Dated this 26th day of March 1946

Witness to the above Signatures:-

J. MURRAY BRIGHT
SOLICITOR
PORTADOWN

COMPANIES ACT (NORTHERN IRELAND), 1932.

(22 & 23 Geo. 5. Ch. 7.)

**FIRST SCHEDULE
(TABLE A.)**

**Regulations for the Management
of a Company limited by Shares.**

Companies Act (Northern Ireland), 1932

SCHEDULES

A.D.1932

FIRST SCHEDULE

TABLE A

Sections 8,
110, 288,
334, 335

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

Preliminary.

1. In these regulations:-

"The Act" means the Companies Act (Northern Ireland), 1932.

When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meanings so defined.

Shares.

2. Subject to the provisions, if any, in that behalf of the memorandum of association, and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the company may from time to time by special resolution determine, and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the company is liable, to be redeemed.

3. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

4. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under

the seal of the company specifying the share or shares held by him and the amount paid up thereon; 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 to one of several joint holders shall be sufficient delivery to all.

5. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity, as the directors think fit.

6. No part of the funds of the company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 45 (1) of the Act.

Lien.

7. The company shall have a lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.

8. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

9. For giving effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in, any such transfer and he 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 or invalidity in the proceedings in reference to the sale.

10. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on Shares.

11. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the company at the time or times so specified the amount called on his shares.

12. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

13. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest upon the sum at the rate of five pounds per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

14. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

15. The directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

16. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the company in general meeting, six per cent.) as may be agreed upon between the member paying the sum in advance and the directors.

Transfer and Transmission of Shares.

17. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and 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.

18. Shares shall be transferred in the following form, or in any usual or common form which the directors shall approve:

I, A.B., of _____, in consideration of the sum of £ _____ paid to me by C.D. of _____ (hereinafter called "the said transferee") do hereby transfer to the said transferee the share [or shares] numbered _____ in the undertaking called the _____ Company, Limited, to hold unto the said transferee, subject to the several conditions on which I hold the same: and I, the said transferee, do hereby agree to take the said share [or Shares] subject to the conditions aforesaid. As witness our hands the _____ day of _____

Witness to the signatures of, &c.

19. The directors may decline to register any transfer of shares not being fully paid shares, to a person of whom they do not approve, and may also decline to register any transfer of shares on which the company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless

- (a) a fee not exceeding two shillings and sixpence is paid to the company in respect thereof, and

- (b) the instrument of transfer is 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.

If the directors refuse to register a transfer of any shares, 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.

20. The legal personal representatives of a deceased sole holder of a share shall be the only persons recognised by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognised by the company as having any title to the share.

21. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

22. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same 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.

Forfeiture of Shares.

23. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

24. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

25. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

26. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled, on such terms as the directors think fit.

27. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receive payment in full of the nominal amount of the shares.

28. A statutory declaration in writing that the declarant is a director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

29. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Conversion of Shares into Stock.

30. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

31. 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; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

32. The holders of stock shall, according to the amount of the 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 they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.

33. Such of the regulations of the company 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.

34. 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.

35. Subject to any direction to the contrary that may, be given by, the company in general meeting, all new shares shall, before issue, be

offered to such persons as at the date of the offer are entitled to receive notices from the company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of those shares in such manner as they think most beneficial to the company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this article.

36. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original share capital.

37. The company may by ordinary resolution-

- (a) Consolidate and divide all or any of its share capital into shares of 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 the memorandum of association subject, nevertheless, to the provisions of section 50 (1) (d) of the Act;
- (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.

38. The company may by special resolution, reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorised, and consent required, by law.

General Meetings.

39. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the third month following that in which the anniversary of the company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

40. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.

41. 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 109 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 general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of General Meetings.

42. Subject to the provisions of section 112 (2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business 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 the regulations of the company, entitled to receive such notices from the company; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

43. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings.

44. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

45. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, three members personally present shall be a quorum.

46. 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, 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.

47. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company.

48. If there is no such chairman or, if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.

49. 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 ten 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.

50. 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 by at least three members present in person or by proxy entitled to vote or by one member, or two members, so present and entitled, if that member or those two members together hold not less than 15 per cent. of the paid up capital of the company, and, unless a poll is 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 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 that resolution.

51. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

52. 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.

53. 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.

Votes of Members.

54. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

55. 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 for this purpose seniority shall be determined by the order in which the names stand in the register of members.

56. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a Committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

58. On a poll votes may be given either personally or by proxy.

59. 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 under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

60. 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 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, and in default the instrument of proxy shall not be treated as valid.

61. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve:-

"I, _____, of _____, in the county of _____, Company, Limited, being a member of the _____ Company, Limited, hereby appoint _____, of _____ as my proxy, to vote for me and on my behalf at the (ordinary or extraordinary, 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 _____

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

Corporations acting by Representatives at Meetings.

63. Any corporation which is a member of the company 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 of the company, 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 of the company.

Directors.

64. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers of the memorandum of association.

65. The remuneration of the directors shall from time to time be determined by the company in general meeting.

66. The qualification of a director shall be the holding of at least one share in the company.

Power and Duties of Directors.

67. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company, as are not, by the Act, or by these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any regulation of these articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or 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.

68. The directors may from time to time appoint one or more of their body to the office of managing director or manager for such term and such remuneration (whether by way of salary, or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken

into account in determining the rotation or retirement of directors; but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a director, or if the company in general meeting resolve that his tenure of the office of managing director or manager be determined.

69. The amount for the time being remaining undischarged of moneys borrowed or raised by the directors for the purposes of the company (otherwise than by the issue of share capital) shall not at any time exceed the issued share capital of the company without the sanction of the company in general meeting.

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;
- (c) Of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

The Seal.

71. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose, and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Disqualification of Directors.

72. The office of director shall be vacated, if the director-

- (a) ceases to be a director by virtue of section 136 of the Act; or
- (b) without the consent of the company in general meeting holds any other office of profit under the company except that of managing director or manager; or
- (c) becomes bankrupt; or
- (d) becomes prohibited from being a director by reason of any order made under section 244 of the Act ; or
- (e) is found lunatic or becomes of unsound mind; or
- (f) resigns his office by notice in writing to the company; or
- (g) is directly or indirectly interested in any contract with the company or participates in the profits of any contract with the company:

Provided, however, that a director shall not vacate his office by reason of his being a member of any corporation which has entered into

contracts with or done any work for the company if he shall have declared the nature of his interest in manner required by section 144 of the Act, but the director shall not vote in respect of any such contract or work or any matter arising thereout, and if he does so vote his vote shall not be counted.

Rotation of Directors.

73. At the first ordinary general meeting of the company the whole of the directors shall retire from office, and at the ordinary general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

74. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

75. A retiring director shall be eligible for re-election.

76. The company at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

77. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

78. Any casual vacancy occurring in the board of directors may be filled up by the directors, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

79. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional director.

80. The company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

Proceedings of Directors.

81. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. 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. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

82. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall

when the number of directors exceeds three be three, and when the number of directors does not exceed three, be two.

83. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

84. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

85. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

86. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

87. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

88. All acts done by any meeting of the directors or of a committee of 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.

Dividends and Reserve.

89. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

90. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

91. No dividend shall be paid otherwise than out of profits.

92. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this article as paid on the share.

93. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies, or for equalising dividends, or for any other 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.

94. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

95. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct.

96. No dividend shall bear interest against the company.

Accounts.

97. The directors shall cause proper books of account to be kept with respect to-

All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the company; and The assets and liabilities of the company.

98. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

99. 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.

100. The directors shall from time to time in accordance with section 118 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

101. 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 shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the company.

Audit.

102. Auditors shall be appointed and their duties regulated in accordance with sections 127, 128 and 129 of the Act.

Notices.

103. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the company for the giving of notices 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 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

104. If a member has no registered address within the United Kingdom and has not supplied to the company an address within the United Kingdom for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company, shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

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

106. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to 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 for the purpose by the persons claiming to be so entitled, or (until such 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. Notice of every general meeting shall be given in some manner hereinbefore authorised to (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the company an address within the United Kingdom for the giving of notices to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. No other persons shall be entitled to receive notices of general meetings.