

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

CDP ARCHITECTURE LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

(as amended by Special Resolution dated 25th November 2008)

INCORPORATED: 10th February 2000

COMPANY NUMBER: 3923126

**J.A.D. ASSOCIATES LIMITED
4 BLOORS LANE
RAINHAM
GILLINGHAM
KENT
ME8 7EG**

**TEL: 01634 375222
FAX: 01634 371318**

WEDNESDAY



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28/01/2009

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COMPANIES HOUSE



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 3923126

The Registrar of Companies for England and Wales hereby certifies that
CDP ARCHITECTURE LIMITED

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 10th February 2000



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007A

Company Number: 3923126

**SPECIAL RESOLUTION
of CDP ARCHITECTURE LIMITED**

In accordance with Regulation 53 of Table A of the Companies Act 1995, the following **SPECIAL RESOLUTIONS** were duly passed as written resolutions on 25th November 2008 -

1. 'It was resolved that the existing Authorised Share Capital of the Company be redesignated into 125,000 'A' Ordinary Shares and 125,000 'B' Ordinary Shares, all of £1 each.'

THIS RESOLUTION PROCESSED SEPARATELY

2. 'It was also resolved that the existing issued share held by Andrew Charles Tull be redesignated as an 'A' Ordinary Share and the existing issued share held by Ann Elizabeth Tull be redesignated as a 'B' Ordinary Share.'

THIS RESOLUTION PROCESSED SEPARATELY

3. 'It was further resolved that the following paragraph Nos 6 and 7 be inserted into the Articles of Association of the Company after Article No 5 and that the original Article Nos 6 to 31 be renumbered 8 to 33 accordingly.'

"FOR INFORMATION ONLY"

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SHARE CAPITAL

THIS RESOLUTION PROCESSED SEPARATELY

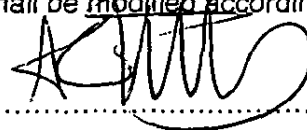
6. The Share Capital of the Company is £250,000 divided into 125,000 'A' Ordinary Shares and 125,000 'B' Ordinary Shares, all of £1 each. Such 'A' and 'B' Shares shall rank pari passu subject to the rights and restrictions contained in these Articles of Association.

7. (i) So long as the Share Capital of the Company shall be divided into two or more classes of shares then subject to the rights of any persons entitled to shares with special rights as to dividend, the profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes in shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of share to the exclusion of any other class or classes and that dividends at different rates may be declared on the respective classes of shares.

- (iii) All dividends shall be declared and paid accordingly to the amounts paid or credited as paid on shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Clauses 102 to 108 in Table A shall be modified accordingly."

"FOR INFORMATION ONLY"

THIS RESOLUTION PROCESSED SEPARATELY



A C Tull

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CDP ARCHITECTURE LIMITED

1. The name of the Company is "CDP ARCHITECTURE LIMITED".
2. The Registered Office of the Company will be situate in England and Wales.
3. The Company is established for the following objects:-
 - (1) To carry on the trade or business of a general commercial company.
 - (2) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
 - (3) To purchase or otherwise acquire and take over all or any part of the property, business and liabilities of any company, society, firm or person as may be thought expedient for the purposes of the Company, and to conduct or liquidate and wind up any such business, and to pay for any property acquired either in cash or in shares or securities of the Company, or otherwise as may be agreed.
 - (4) To purchase, lease or otherwise acquire any real or personal property in England or elsewhere either for occupation or use of the Company or for renting to a third party.
 - (5) To lay down, construct, enlarge, alter and maintain any buildings, works, and machinery necessary or desirable for the Company's business.
 - (6) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant, licenses or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (7) To subscribe for, purchase or otherwise acquire and hold shares, stock debentures, debenture stock, or other securities of any company carrying

on or proposing to carry on any business connected directly or indirectly with any trade or business which the Company is authorised to carry on or from which the Company may be able to derive benefit.

- (8) To borrow money, either with or without security, and by the issue of debentures or debenture stock or otherwise, and to secure the repayment of any money by mortgage or other charge upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital.
- (9) To sell, dispose of, lease, transfer, turn to account and otherwise deal with the business, property and undertaking of the Company or any part thereof, upon such terms and for such consideration as to the Company shall seem fit.
- (10) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with any such person, firm or company, or for subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (11) To enter into any agreement or contract with any person, firm or company for carrying on the whole or any part of the business of the Company.
- (12) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (13) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; 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 to have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary 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, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees or the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (14) 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.
- (15) 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 any terms and to secure or guarantee the payment of any sums of money of the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (16) To act as guarantor or surety, and for either purposes to give security, as may be thought expedient.
- (17) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.
- (18) To distribute among the members in specie any property of the Company.
- (19) 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, subcontractors or otherwise and either alone or in conjunction with others.
- (20) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (21) 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.

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 such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, 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 such 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 person where incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.
5. The Share Capital of the Company is £250,000 divided into 250,000 Shares of £1 each.

The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

DAVID JOHN CROMBIE
45 Gaze Hill Avenue
Sittingbourne
Kent
ME10 4SJ

ONE

Chartered Accountant

WENDY JULIA DRAPER
57 Orchard Street
Rainham
Kent
ME8 9AB

ONE

Chartered Accountant

DATED this 31st January 2000

WITNESS to the above signatures:-

LORRAINE CLAIRE DAVIES
38 Chancery Road
Cliffe
Rochester
Kent
ME3 7TL

Limited Company Secretarial Clerk

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CDP ARCHITECTURE LIMITED

PRELIMINARY

1. The Company is a private company and accordingly no shares or debentures of the Company may be offered to the public.
2. The regulations contained or incorporated in Table A in the schedule to the Companies Act 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
3. In these Articles the expression "The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
4. The following regulations of Table A shall not apply to the Company videlicet 8, 24, 60, 64, 73, 74, 75, 81, 89, 94 and 95.
5. In regulation 1 of Table A between the words 'regulations' and 'the Act' the words 'and in any Articles adopting the same' shall be inserted.

SHARE CAPITAL

6. The Share Capital of the Company is £250,000 dividend into 125,000 'A' Ordinary Shares and 125,000 'B' Ordinary Shares, all of £1 each. Such 'A' and 'B' Shares shall rank pari passu subject to the rights and restrictions contained in these Articles of Association.
7. (i) So long as the Share Capital of the Company shall be divided into two or more classes of shares then subject to the rights of any persons entitled to shares with special rights as to dividend, the profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes in shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any other class or classes and that dividends at different rates may be declared on the respective classes of shares.

Actual


- (ii) All dividends shall be declared and paid accordingly to the amounts paid or credited as paid on shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any shares is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Clauses 102 to 108 in Table A shall be modified accordingly.

Actual
X

[Handwritten signature]

ALLOTMENT OF SHARES

8. (i) The Directors are unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot shares up to the amount of the original or any increased share capital of the Company at any time or times during the period of five years from the date of incorporation.

- (ii) The Directors are also unconditionally authorised for the purposes of Section 80 of the Act to allot redeemable shares up to the amount of the original or any increased redeemable share capital of the Company at any time or times during the period of five years from the date of incorporation.

Any shares so allotted shall be subject to such terms as to redemption and premium on redemption, participation in profits and as to voting as the members shall from time to time by Special Resolution decide but shall conform to the provisions of Section 159 to 161 and 170 to 172 of the Act.

- (iii) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
- (iv) Subject to Section 80 of the Act after the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the nominal value of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period accepted all shares offers to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall

be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

SHARE CERTIFICATES

9. If the Company has no Company Seal regulation 6 of Table A shall be amended to remove the necessity for the Share Certificates of the Company to be sealed.

PURCHASE OF OWN SHARES

10. Subject to the provisions of Section 162 of the Act the Company may with the sanction of an Ordinary Resolution purchase its own shares (including any redeemable shares) on such terms as the Directors may think fit and make a payment in respect of the redemption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of Shares and subject to the provisions of Section 173 to 175 of the Act.

TRANSFER OF SHARES

11. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 23 of Table A shall be modified accordingly.
12. (i) A Share may be transferred by a member or other person entitled to transfer the same (hereinafter called "the proposing transferor") to any member selected by the proposing transferor, or to any partner, child or other issue, son-in-law, daughter-in-law, his or her father or mother or to any lineal descendant of his or her father or mother or to his or her wife or husband. Any share of a deceased member may be transferred by his executors or administrators to any partner, child, or other issue, son-in-law, daughter-in-law, the father or mother or lineal descendants of the father and mother or the widow or widower of such deceased member. Shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of the will.
- (ii) Except where the transfer is made pursuant to the preceding Articles the proposing transferor shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall constitute the Company his agent for the sale of the share to the company, or in the event of the company not electing to purchase, to any member of the Company, or in the event of any share not being taken up to any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership at the fair value to be fixed by the Auditor for the time being of the Company. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each.
- (iii) If the Company within the space of fifty-six days after being served with such transfer notice shall elect to purchase or shall find a member

or persons selected as aforesaid willing to purchase the share (hereinafter called "the purchaser") and give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value, to transfer the share to the Company or to the purchaser who shall be bound to complete the purchase within fourteen days from the service of such last-mentioned notice.

- (iv) The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall first be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.
- (v) The Auditors for the time being of the company shall on the application of the Directors certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator.
- (vi) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the company may receive the purchase money, and shall thereupon cause the purchase by the company to be recorded, or as the case may be the name of the purchaser to be entered in the Register as the holder of the share, and shall hold the purchase money in trust for the said proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register in purported exercise of the aforesaid power or the purchase by the company has been recorded as the case may be, the validity of the proceedings shall not be questioned by any person. The proposing transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery 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 of such shares.
- (vii) If the Company shall not within the space of fifty-six days after being served with the transfer notice purchase the shares or find a purchasing member or person and give notice in manner aforesaid, the proposing transferor shall, at any time within six months afterwards, be at liberty to sell and transfer the shares (or those not placed) to any person, and at any price.
- (viii) Subject to the provisions of Article 10(i) hereof the executors or administrators of any deceased member shall be bound, at any time after the expiration of six months from the date of his death, if and when called upon by the Directors so to do, to give a transfer notice in respect of all the shares registered in the name of the deceased member at the date of his death, or such of the same as still remain so registered, and should such executors or administrators fail to give such transfer notice within a period of fourteen days after being so

called upon, or should there be no such executors or administrators at the expiration of such period of six months, a transfer notice shall be deemed to have been given and the provisions of this Article shall have effect accordingly.

- (ix) If any member shall be adjudged bankrupt, his trustee in bankruptcy shall be bound forthwith to give to the Company a transfer notice in respect of all the shares registered in the name of the bankrupt member, and in default of such transfer notice being given within one month of bankruptcy, the trustee in bankruptcy shall be deemed to have given such notice at the expiration of the said period of one month and the provisions of this Article shall apply accordingly.
13. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share.
14. (a) The Directors may at any time and from time to time give notice to any member who at the date of such notice is not an employee requiring such member to transfer all or any of his shares (as such notice shall specify) at the fair value thereof to such person (whether a member of the Company or not) as the Directors shall in their absolute discretion select.
- (b) Any such notice shall be in writing.
- (c) The fair value of the share or shares shall be such sum as the Auditors for the time being of the Company shall certify in writing to be fair value thereof and in so certifying such Auditors shall be considered to be acting as experts and not as arbitrators, and accordingly the Arbitration Act 1950, shall not apply.

LIEN

15. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies 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 any part exempt from the provisions of this regulation. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

PROCEEDINGS AT GENERAL MEETINGS

16. (i) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a polls (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried out unanimously, or by a particular majority and an entry to that effect in the Book containing the Minutes of the proceedings of the Company

shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

Telephone, video or other means of electronic communication may also be used in the conduct of proceedings and a hand vote recorded unless a poll is demanded and votes recorded.

- (ii) Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more of the members or their attorneys.
- (iii) Unless otherwise restricted by these Articles all or any of the Members may participate in and vote at a general meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in persons at the meeting.

ELECTIVE RESOLUTIONS

- 17. The Company may in accordance with Section 366A dispense with the holding of Annual General Meetings, dispense with laying of accounts and reports before General Meeting (Section 252), elect as to majority required to authorise short notice of meeting (Section 369(4) or 378(3), dispense with appointment of Auditors annually (Section 386), or elect as to duration of authority to allot shares (Section 80A), by passing and "Elective Resolution" in general meeting of which at least 21 days notice in writing must be given, and it is agreed to at the meeting, in person or by proxy or by means of electronic communication, by all the members entitled to attend and vote at the meeting.

SINGLE MEMBER COMPANY

- 18. If, and for so long as, the Company has only one member, the following provisions shall apply:
 - a. One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.
 - b. The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.

- c. A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- d. All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

VOTE OF MEMBERS

- 19. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each Ordinary Share held by him.

PROXY

- 20. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

SECRETARY

- 21. The first Secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2)(b) of the Act.

DIRECTORS

- 22. The first Directors of the Company shall be the person named as the first Directors of the Company in the statement delivered under Section 10(2)(a) of the Act.
- 23.
 - (i) The number of Directors shall be determined by the Company in General Meeting but unless and until so fixed the minimum number of Directors shall be one and there shall be no maximum number.
 - (ii) A Director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.
 - (iii) Any person may be appointed or elected as a Director irrespective of whether or not he has attained the age of seventy years or any other age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
 - (iv) In the event of the minimum number of Directors fixed by or pursuant of these Articles of Table A, being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally.

- (v) The Directors may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- (vi) Unless otherwise restricted by these Articles all or any of the Directors may participate in and vote at a meeting of the Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in persons at the meeting.

ALTERNATE DIRECTORS

- 24. (i) Each Director shall have the power to nominate any other Director or any person approved for that purpose by resolution of the Board to act as alternate Director in his place during his absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate Director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the Director he represents but shall not be entitled to receive any remuneration from the Company. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but shall not be counted more than once in the quorum. A nomination as an alternative Director shall ipso facto be revoked if the appointer ceases for any reason as a Director.
- (ii) Notice of all Board Meetings shall be sent to every alternate Director as if he were a Director of the Company until revocation of his appointment.
- (iii) The appointment of an alternative Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment.

POWERS AND DUTIES OF DIRECTORS

- 25. The Directors shall cause minutes to be made in books provided for the purpose:
 - (a) of the names of the Directors present at each Meeting of the Directors and any Meeting of any Committee of the Directors.
 - (b) of all resolutions and proceedings at all meetings of the Company and of the Directors and of any Committee of the Directors.
 - (c) of all appointments of officers made by the Directors.
 - (d) of all documents sealed with the Common Seal of the Company.
 - (e) The Directors may from time to time appoint one or more of their body to the office of Managing Director for such term, and at 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.

- (f) Without prejudice to the provisions of Section 303 of the Act, 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 as Director.

PROCEEDINGS OF DIRECTORS

26. (i) 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- (ii) A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- (iii) Where a Director is absent from the United Kingdom, or is unable to be present at a meeting, telephone, video or other electronic means of communication may be used in the conduct of proceedings and a vote recorded.

QUORUM OF DIRECTORS

27. The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except:

When the number of Directors is without contravention of regulation 17 hereof, one: or when the only business of the Meeting is to convene a Meeting of the Members; when the quorum shall be one.

DIRECTORS' BORROWING POWERS

28. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.
29. No Director or intending Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which the Director shall be in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or

of the fiduciary relation thereby established. A Director shall be at liability to vote in respect of any contract or arrangement in which he is so interested as aforesaid. The nature of the interest of any Director in any such contract or transaction shall be disclosed by him in the manner prescribed by Section 317 of the Act.

30. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

ROTATION OF DIRECTORS

31. Directors shall not be liable to retire by rotation.

DISQUALIFICATION OF DIRECTORS

32. The office of Director shall be vacated if the Director:
- (i) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.
 - (ii) becomes bankrupt or makes any arrangements or composition with his creditors generally; or becomes of unsound mind.
 - (iii) resigns his office by notice in writing to the Company.
 - (iv) is absent from Directors Meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

INDEMNITY

33. Every Director or other officer or Auditor of the Company for the time being shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.