

No. 270401.

The Companies Act 1929

AND

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

E. R. BURTT & SONS, LIMITED.

(Adopted by Special Resolution passed on the 13th day of April 1950.)

Incorporated the 21st day of November 1932.

WILD, COLLINS & CROSSE,

87 DUKE STREET,

GROSVENOR SQUARE, W.1.

The Companies Act 1929

AND

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

E. R. BURTT & SONS, LIMITED.

(Adopted by Special Resolution passed on the 13 day of April 1954.)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, but, subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 15, 24, 40 to 43 (both inclusive), 53, 60, 71, 75, 79, 88, 89, 96, 97 and 136 of Part I of Table A in the said Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES.

3. All shares, whether of the original or any increased capital, shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

LIEN.

1. Regulation 11 of Table A, Part I, shall be modified by the omission therefrom of the words " (not being a fully paid share) " and the words " (other than fully paid shares)."

CALLS ON SHARES.

5. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times and each member shall pay to the Company at the time or times and place specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

CAPITAL.

6. The capital of the Company at the date of the adoption of these Articles is £10,000, divided into 10,000 ordinary shares of £1 each.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

8. The words " the appointment of, and " shall be omitted in regulation 52 of Table A, Part I.

9. All words between the word " demanded " (where it first occurs) and the words " unless a poll " shall be omitted from regulation 58 of Table A, Part I, and the words " by any member, present in person or by proxy " shall be substituted therefor.

10. In the case of an equality of votes the Chairman shall have no second or casting vote.

11. In regulation 69 of Table A, Part I, the words " not less than forty-eight hours " and the words " not less than twenty-four hours " shall be omitted.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five.

13. The words " in General Meeting " shall be inserted after the words " unless the Company " in regulation 78 of Table A, Part I.

ALTERNATE DIRECTORS.

14. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to

receive any remuneration from the Company nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company or by telegram or cable addressed to the registered office.

BORROWING POWERS.

15. 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 to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS.

16. Paragraphs (2) and (4) of regulation 84 of Table A, Part I, shall be omitted and the following new paragraph (4) shall be inserted. —

“(4) A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat any contract or arrangement with him or in which he is in any way interested is considered and he may vote on any such contract or arrangement.”

17. The following words shall be omitted from regulation 98 of Table A, Part I: “In case of an equality of votes the Chairman shall have a second or casting vote.”

18. The following words shall be omitted from regulation 104 of Table A, Part I: “and in the case of an equality of votes the Chairman shall have a second or casting vote”.

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office under section 184 of the Act.

20. The provisions of section 185 of the Act shall not apply to the Company.

ROTATION OF DIRECTORS.

21. At the Annual General Meeting in every 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 to one-third, shall retire from office.

22. Without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed 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.

NOTICES.

23. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP.

24. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all 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 judgment is given in his favour or in which he is acquitted or in connection with any application under section 114 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 in so far as its provisions are not excluded by section 203 of the Act.