

**FILE COPY**



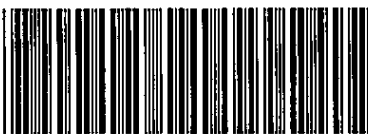
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6346980

The Registrar of Companies for England and Wales hereby certifies that  
ELLISON EXECUTIVE CARS 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 20th August 2007



\*N06346980N\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP037

## Declaration on application for registration

Company Name in full

ELLISON EXECUTIVE CARS LTD.

I,

MALCOLM LESLIE BOLAM

of

34 STATION RD. LODGE CAMBRIDGE

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

*[Signature]*

Declared at

Trumpington Camels

Day Month Year

On

1 4 0 8 2 0 0 7

• Please print name

before me \*

RICHARD CLIVE NEWTON

Signed

*[Signature]*

Date

14.08.07.

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

RICHARD C NEWTON

Commissioner for Oaths  
and Licensed Conveyancer

NEWTON ASSOCIATES

The Forge

4 Anstey Hall Court Yard

Maris Lane, Trumpington

DX number CAMBRIDGE CB2 2LN

DX exchange DP 28001 CAMBRIDGE 1.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

WEDNESDAY



A41

\*A7MMNS48\*  
15/08/2007  
COMPANIES HOUSE

750

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

# LAWPACK

# 10

Please complete in typescript,  
or in bold black capitals

CHFP037

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

ELLISON EXECUTIVE CARS LTD.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

34 STATION ROAD

Post town

LODE

County / Region

CAMBRIDGESHIRE

Postcode

CB25 9HB

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

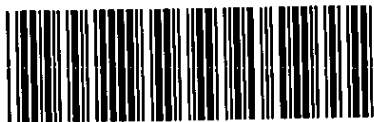
You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record

Tel 01223 813505

DX number

DX exchange

WEDNESDAY



A41

\*A7MMPS4A\*

15/08/2007

748

COMPANIES HOUSE

When you have completed and signed the form please send it to the  
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

# Company Secretary (see notes 1-5)

\* Voluntary details

\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name

ELLISON EXECUTIVE CARS LTD

NAME \*Style / Title

MRS

\*Honours etc

Forename(s)

LONI

Surname

ELLISON

Previous forename(s)

Previous surname(s)

Address

34 STATION ROAD

Post town

LODE

County / Region

CAMBRIDGESHIRE

Postcode

CB25 9HB.

Country

U.K.

I consent to act as secretary of the company named on page 1

Consent signature

Date

13/08/07

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

MALCOLM LESLIE BOLAM

Surname

ELLISON

Previous forename(s)

Previous surname(s)

Address

34 STATION ROAD

Post town

LODE

County / Region

CAMBRIDGESHIRE

Postcode

CB25 9HB.

Country

U.K.

\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

10/12/1942

Nationality

BRITISH

Business occupation

HEATING ENGINEER

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

13/08/07

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<b>*Honours etc</b>	
		MRS	
<b>* Voluntary details</b>	<b>Forename(s)</b>	LONI	
	<b>Surname</b>	ELLISON	
	<b>Previous forename(s)</b>		
	<b>Previous surname(s)</b>		
<b>** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address</b>	<b>Address **</b>	34 STATION ROAD	
	<b>Post town</b>	LODE	
	<b>County / Region</b>	<b>Postcode</b>	CAMBRIDGESHIRE CB25 9HB.
	<b>Country</b>	U.K.	
	<b>Date of birth</b>	<b>Nationality</b>	
	Day Month Year		26 07 1951 BRITISH
	<b>Business occupation</b>	HOUSEWIFE	
	<b>Other directorships</b>	NONE	
	I consent to act as director of the company named on page 1		
	<b>Consent signature</b>	<b>Date</b>	
			13/08/07

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

<b>Signed</b>		<b>Date</b>	
	LEH		13/08/07
<b>Signed</b>		<b>Date</b>	
	Pff		13/08/07
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	

## Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality  
**The date of birth must be given for every individual director**

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors



A41 \*A7MMOS49\* 15/08/2007 749  
COMPANIES HOUSE

6346980, 100874120

**The Companies Acts 1985 to 1989  
Private Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION OF  
LIMITED**

- 1 The company's name is ' ELLISON EXECUTIVE CARS Limited'
- 2 The company's registered office is to be situated in England and Wales/Scotland\*
- 3 The object of the company is to carry on business as a general commercial company
- 4 The liability of the members is limited
- 5 The company's share capital is £100 divided into 100 shares of £1 each

\*We\*, the subscriber(s) to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and ~~I~~we\* agree to take the number of shares shown opposite ~~my~~our\* respective name(s)

Signature(s), name(s) and address(es) of subscriber(s)

Number of shares taken by  
each subscriber

1 Signature   
Name MRS. L. ELLISON  
Address 34 STATION ROAD  
LODE, CAMBRIDGE, CB25. 9HB

1

2 Signature   
Name M L B. ELLISON  
Address 34 STATION ROAD  
LODE CAMBRIDGE CB25. 9HB.

1

Total shares taken 2

Dated this 13<sup>th</sup> day of AUGUST year 2007

Witness to the above signatures

Signature   
Name P. B. REECE  
Address 466 BEAUMONT ROAD  
CAMBRIDGE CB1 8PY.

\* Delete as appropriate

**The Companies Act 1985 to 1989**  
**Private Company Limited by Shares**  
**ARTICLES OF ASSOCIATION OF**

**ELLISON EXECUTIVE CARS LIMITED**

1. The provisions of Table A as contained in the Companies (Tables A to F) Regulations shall be excluded in whole from applying to the Company

**INTERPRETATION**

**2. In these articles –**

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

*'the articles'* means these articles

*'clear days'* in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

*'communication'* means the same as in the Electronic Communications Act 2000

*'electronic communication'* means the same as in the Electronic Communications Act 2000

*'executed'* includes any mode of execution

*'office'* means the registered office of the company

*'the holder'* in relation to shares means the member whose name is entered in the register of members as the holder of the shares

*'the seal'* means the common seal of the company

*'secretary'* means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

*'the United Kingdom'* means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the company

**SHARE CAPITAL**

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine

4. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles

5. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other

6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder

7. The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and grant rights to subscribe for or to convert securities into shares of the company to such persons at such times and generally upon such terms and conditions as the directors may determine up to the authorised share capital with which the company is incorporated from the date of incorporation of the company at any time or times during the period of five years from this date, and the directors may after the expiry of this period allot any shares or grant any rights under this authority in pursuance of any offer or agreement made within that period

**SHARE CERTIFICATES**

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal (if the company has a seal) and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them

9. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate



## **LIEN**

10. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien on a share shall extend to any amount payable in respect of it.

11. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

12. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

13. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

## **CALLS ON SHARES AND FORFEITURE**

14. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

15. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

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

17. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call, or if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.

18. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

19. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

20. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

21. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

22. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

23. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

24. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or

disposal of the share

## TRANSFER OF SHARES

25. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee

26. (a) (i) A person whether a member of the company or not ('the proposing transferor') proposing to transfer any shares shall give a notice in writing (a 'transfer notice') to the company that he desires to transfer such shares, and the transfer notice shall constitute the company his agent for the sale of all (but not a part only) of the shares specified in the notice to any member or members at the prescribed price (as defined below) A transfer notice once received by the company shall not be revocable without the prior consent of the directors,

(ii) if within a period of 28 days after receiving a transfer notice the company finds a member or members ('the purchaser') willing to purchase all the shares specified in the transfer notice the company shall give written notice of the fact to the proposing transferor and he shall be bound upon payment of the prescribed price to transfer those shares to the purchaser,

(iii) every notice given by the company under the preceding paragraph stating that it has found a purchaser for the shares specified in the transfer notice shall state the name and address of the purchaser and the number of shares which he has agreed to purchase The purchase shall be completed at a place and time to be appointed by the company, not being more than 28 days after the prescribed price shall have been agreed or determined under paragraph 25 (a)(vi) of this article For the purpose of determining the right to any distribution by the company, the proposing transferor shall be deemed to have sold such shares on the date of the notice so given by the company,

(iv) if the proposing transferor, after having become bound to transfer any shares to a purchaser, fails to do so, the directors may authorise some person to sign an instrument of transfer on behalf of the proposing transferor in favour of the purchaser, and the company may receive the purchase money, and shall at that time cause the name of the purchaser to be entered in the register as the holder of the shares and shall hold the purchase money in trust for the proposing transferor The receipt of the company for the purchase money shall be a good discharge to the purchaser, who shall not be bound to see to its application, and after his name has been entered in the register the validity of the proceedings shall not be questioned by any person,

(v) if within a period of 28 days after receiving a transfer notice ('the prescribed period') the company shall not find purchasers for all the shares specified in the transfer notice, and gives notice in writing to that effect to the proposing transferor, or if the company within the prescribed period gives to the proposing transferor notice in writing that it has no prospect of finding such purchasers, the proposing transferor shall be at liberty, until the expiration of four months after the end of the prescribed period, to transfer all or any of the shares specified in the transfer notice to any person and at any price, or by way of gift, provided that, if the directors shall so resolve, the company may when giving notice under this paragraph inform the proposing transferor that the company will, subject to and in accordance with the provisions of chapter VII of part V of the Act, as soon as practicable purchase all the shares specified in the transfer notice at the prescribed price, and such notice shall be binding upon the company and the proposing transferor, who shall respectively take all steps within their power for carrying such purchase into effect,

(vi) if within one month after the receipt by the proposing transferor of a notice given by the company under paragraph 25(a)(ii) of this article he shall have agreed with the purchaser a price per share for any shares then that price shall be the prescribed price of those shares For any other shares, the auditors for the time being of the company or (if the proposing transferor shall so request or if the company satisfies the requirements for audit exemption and has no auditors) some other chartered accountant nominated by the President of the Institute of Chartered Accountants in England and Wales or Scotland (dependant on the country of incorporation) shall determine the fair value of such shares, the value so determined being the prescribed price for those shares and in determining the prescribed price they or he shall have power to determine how the costs of fixing it shall be borne In making the determination the auditors or the chartered accountant nominated by the President of the Institute of Chartered Accountants shall act as an expert and not as an arbitrator and their or his determination shall be final and binding,

(vii) all shares comprised in any transfer notice shall be offered by the company in the first instance for sale at the prescribed price to all members holding shares of the same class as those so comprised (other than the proposing transferor) on the terms that in case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be) to their existing holdings of such shares All offers of shares under this paragraph shall be made in writing and sent by prepaid post to the members at their respective registered addresses, and shall limit a time (not being less than 21 days) within which the offer must be accepted or in default will be treated as declined

(b) The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share including any transfer which would otherwise be permitted under the preceding provisions of this article

27. If the directors refuse to register a transfer of a share, 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

28. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine

29. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share

30. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given

### **TRANSMISSION OF SHARES**

31. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him

32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred

33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company

### **ALTERATION OF SHARE CAPITAL**

34. The company may by ordinary resolution –

(a) increase its share capital by new shares of such amount as the resolution prescribes,

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,

(c) subject to the provision of the Act, sub-divide its shares, or any of them, into shares of smaller amounts and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others, and

(d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

35. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the direction of, the purchaser. The transferee 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 in or invalidity of the proceedings in reference to the sale

36. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way

### **PURCHASE OF OWN SHARES**

37. Subject to the provisions of the Act, 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

### **GENERAL MEETINGS**

38. All general meetings other than annual general meetings shall be called extraordinary general meetings

39. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting

### **NOTICE OF GENERAL MEETINGS**

40. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right

continue as if the demand had not been made

54. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

55. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

## VOTES OF MEMBERS

56. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder

57. 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 seniority shall be determined by the order in which the names of the holders stand in the register of members

58. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

59. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid

60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

61. On a poll votes may be given either personally or by proxy. A member holding shares in a public company may appoint more than one proxy to attend on the same occasion, a member of a private company shall only be entitled to appoint one proxy

62. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)

—  
PLC/Limited  
'I/We, \_\_\_\_\_, of \_\_\_\_\_, being  
a member/members of the above-named company, hereby appoint  
of \_\_\_\_\_, or failing him, \_\_\_\_\_ of  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the  
company to be held on \_\_\_\_\_ year \_\_\_\_\_, and at any adjournment thereof  
Signed on \_\_\_\_\_ year \_\_\_\_\_,

63. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

PLC/Limited  
'I/We, \_\_\_\_\_, of \_\_\_\_\_, being a  
member/members of the above-named company, hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_, or failing him, \_\_\_\_\_ of  
\_\_\_\_\_, as my/our proxy to vote in my/our  
name(s) and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on  
\_\_\_\_\_ year \_\_\_\_\_, and at any adjournment thereof. This form is to be used in respect of the resolutions  
mentioned below as follows

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this \_\_\_\_\_ day of \_\_\_\_\_ year \_\_\_\_\_,

64. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

42. No business shall be transacted at any meeting unless a quorum is present Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum If and for so long as the company has only one member that member present in person or by proxy or if a limited company by a duly appointed corporate representative shall be a quorum If and for so long as the company has only one member and that person takes any decision which is required to be taken in a general meeting or by means of a members' written resolution that decision shall be as valid and effectual as if agreed by the company in a general meeting and any decision of the sole member shall be recorded in writing and delivered to the company for entry in the minute book

43. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine

44. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman

45. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

46. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company

47. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice

48. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded –

(a) by the chairman, or

(b) by at least two members having the right to vote at the meeting, or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or

(d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right,

and a demand by a person as proxy for a member shall be the same as a demand by the member

49. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

50. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

51. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll 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 shall not be entitled to a casting vote in addition to any other vote he may have

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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall

notarially or in some other way approved by the directors may –

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications–

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director, and an instrument of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

In this article and the next, 'address' in relation to electronic communications, includes any number or address used for the purposes of such communications

**65.** A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

## **NUMBER OF DIRECTORS**

**66.** The maximum and minimum number of directors may be determined by the company by the passing of an ordinary resolution. In the absence of such a resolution there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever there is a sole director that person shall have authority to exercise all the powers and discretions expressed to be vested in the directors generally by these articles

## **ALTERNATE DIRECTORS**

**67.** Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him

**68.** An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom

**69.** An alternate director shall cease to be an alternate director if his appointor ceases to be a director, but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment

**70.** Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors

**71.** Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

## **POWERS OF DIRECTORS**

**72.** Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

**73.** 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

#### **DELEGATION OF DIRECTORS' POWERS**

74. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

#### **APPOINTMENT OF DIRECTORS**

75. The directors shall not be required to retire by rotation.

76. No person shall be appointed a director at any general meeting unless –

(a) he is recommended by the directors, or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the company's register of directors with notice executed by that person of his willingness to be appointed.

77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of the person which would, if he were so appointed, be required to be included in the company's register of directors.

78. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

80. The office of a director shall be vacated if –

(a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

(c) he is, or may be, suffering from mental disorder and either –

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

(d) he resigns his office by notice to the company, or

(e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

#### **REMUNERATION OF DIRECTORS**

81. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

#### **DIRECTORS' EXPENSES**

82. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

83. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages

94. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

#### **SECRETARY**

95 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

#### **MINUTES**

96. The directors shall cause minutes to be made in books kept for the purpose –

(a) of all appointments of officers made by the directors, and

(b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting

#### **THE SEAL**

97. If a company has a seal the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director

#### **DIVIDENDS**

98 Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors

99. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights

100. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up 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, that share shall rank for dividend accordingly

101. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees

102. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share

103. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share

104. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company

#### **ACCOUNTS**

105. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company

#### **CAPITALISATION OF PROFITS**

106. The directors may with the authority of an ordinary resolution of the company –

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any



for breach of the contract of service between the director and the company A managing director and a director holding any other executive office shall not be subject to retirement by rotation

**84.** Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office –

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested, and

(c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

**85.** For the purposes of article 82 –

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

#### **DIRECTORS' GRATUITIES AND PENSIONS**

**86.** The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit

#### **PROCEEDINGS OF DIRECTORS**

**87.** Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit A director may, and the secretary at the request of a director shall, call a meeting of the directors It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chairman shall not have a second or casting vote A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote

**88.** The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum

**89.** The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting

**90.** The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting

**91.** All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a director and had been entitled to vote

**92.** A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity


**93.** Provided that his interest has been disclosed a director may vote at any meeting of the directors or a committee thereof on any resolution, notwithstanding that the resolution in any way concerns the director or relates to a matter where the director has a direct or indirect interest, and if the director does vote his vote shall be counted, and in relation to the resolution he shall (whether he has voted or not) be taken into account in calculating the quorum present at the meeting


circumstances resulting in the death of two or more members or directors it is uncertain which of them survived the longest it shall be assumed that death occurred in the order of seniority, thus the younger will be assumed to have outlived the elder

#### INDEMNITY

115 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company


Signature(s), name(s) and address(es) of subscriber(s).

1 Signature   
Name MRS. L. ELLISON  
Address 34 STATION ROAD  
LODE CAMBS. CB25 9HB

2 Signature   
Name M. L. B. ELLISON  
Address 34 STATION ROAD  
LODE CAMBS. CB25 9HB

Dated this 13<sup>th</sup> day of AUGUST year 2007

Witness to the above signature(s).

Signature   
Name P. B. REECE  
Address 166 BEDFORD RD  
CAMBRIDGE CB1 8PY.

preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve,

(b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid,

(c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this article in fractions, and

(d) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members

## **NOTICES**

**107.** Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, 'address', in relation to electronic communications, includes any number or address used for the purposes of such communication

**108.** The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company. In this article and the next, 'address', in relation to electronic communications, includes any number or address for the purposes of such communications

**109.** A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

**110.** Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title

**111.** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

**112.** 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 or delivering it, in any manner authorised by the articles for the giving of notice to a member, 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 that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred

## **WINDING UP**

**113** If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability

## **SPECIAL PROVISION**

**114** In the event of the company having no members and no directors as the result of the death or deaths of the members and/or directors the personal representative of the last member to die has the right by notice in writing to appoint a director of the company and this appointment shall have the same effect as if made in a general meeting. Where due to