

British and Irish Plate Glass Insurance Company Limited

BRITISH AND IRISH  
OF NAME  
British and Irish Insurance Company Limited

LOMBARD  
OF NAME  
Lombard Insurance Company Limited

LOMBARD MARINE & GENERAL  
OF NAME  
Lombard Marine & General Insurance Company

THE COMPANIES ACTS 1862 & 1867

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COMPANY LIMITED BY SHARES.

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Memorandum and Articles of Association

OF

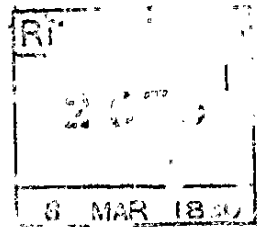
*The British and Irish*  
*Plate Glass Insurance Company,*  
*LIMITED.*

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BRISTOL :

HENRY HILL, PRINTER AND STATIONER, XI JOHN STREET.

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION.

OF

*THE BRITISH AND IRISH  
PLATE GLASS INSURANCE COMPANY,  
LIMITED.*

1. The Name of the Company is THE BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED.

2. The Registered Office of the Company will be situate in England.

X The objects for which the Company is established are :

To Insure against Damage by Accident or otherwise, Plate and every other description of Glass.

To Purchase or otherwise acquire and undertake all or any part of the Business Property and Liabilities of any other Insurance Company whose Business shall be altogether or in part similar to the last stated object of this Company.

To Purchase take on Lease or in exchange hire or otherwise acquire, any real or personal Property and any rights or privileges necessary or convenient for the purposes of the Company.

To Borrow or raise Money by the issue of or upon Bonds Debentures Bills of Exchange Promissory Notes or other obligations or securities of the Company, or by Mortgage or charge of all or any part of the Property of the Company or of its uncalled Capital, or in such other manner as the Company shall think fit.

To make accept indorse and execute Promissory Notes Bills of Exchange and other negotiable Instruments.

To Construct any Buildings necessary or convenient for the purposes of the Company.

To Invest the Moneys of the Company not immediately required upon such securities as may from time to time be determined.

To Sell Improve Manage Develope Lease Dispose of or otherwise deal with all or any part of the Property of the Company.

To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The Liability of the Mem'ers is limited.

5. The Capital of the Company is £25000, divided into 5000 Shares of £5 each.



We the several persons whose names and addresses are subscribed are agreed 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.

Dated this 5th day of March 1880.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
1. Herbert Thomas, 2 Great George St Bristol Soap Manufacturers - Somersehire	One Hundred & Twenty-five Shares
2. George King Morgan 5 Worcester Villas Clifton Bristol Tobacco Manufacturers Somersehire	One Hundred & Twenty Five Shares
3. Charles Thomas, Feteo & Pay Stone Works Gloucestershire Soap Manufacturers	One Hundred & Twenty five Shares
4. Francis Fox 42 Pembroke Road - Clifton Bristol Oil Merchant Somersehire	One Hundred & twenty five shares
5. Henry Longman 12 Coltham Park Bristol Somersehire Insurance Agent	One Hundred and twenty five shares
6. John West Hall Callender House Clifton Bristol Somersehire House Merchant	One Hundred and twenty five Shares.
7. Charles Robert Hancock 108 Hyde Road Redland Bristol Somersehire	One Hundred and twenty five Shares
8. Charles Edwin Trace Lynmouth, Devon Civil Engineer	One Hundred and twenty five Shares
<p>Witness to the signatures of Herbert Thomas, George King Morgan, Charles Thomas, Francis Fox, Henry Longman, John West Hall and Charles Robert Hancock</p> <p>Witness to the signatures of Charles Edwin Trace</p> <p>Witness to the signatures of Charles Edwin Trace</p> <p>Dated this 6th day of March</p>	

The British and Irish Plate Glass

Insurance Company

Limited, is Incorporated under the Companies' Act, 1862, as a *Limited Company*, this

eight day of march One thousand  
eight hundred and eighty.



Registrar of Joint Stock Companies.

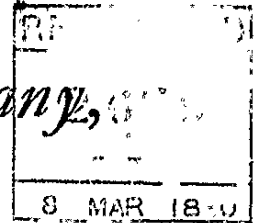
(No. 1.)

LIMITED COMPANY.

# ARTICLES OF ASSOCIATION

OF

## *The British and Irish Plate Glass Insurance Company,* LIMITED.



### IT IS AGREED AS FOLLOWS:

1. The Regulations contained in the Table marked "A" in the first Schedule to the Companies Act 1862 shall not apply to the Company.

2. In these presents unless there be something in the subject or context inconsistent therewith "the Company" and "this Company" both mean the Company, Limited.

"The Capital" means the Capital for the time being of the Company.

"Shares" means Shares in the Capital as the same may exist for the time being.

"Stock" means Stock into which any Paid-up Shares may have been converted.

"Member" means a Member of the Company.

"Directors" means the Directors for the time being of the Company acting at a Meeting of Directors, unless the context shall necessarily imply that the word means the individuals who for the time being may be the Directors of the Company.

"These Articles" means and includes these Articles of Association and any modification or alteration thereof for the time being in force.

Words importing the singular number only, include the plural number.

Words importing the plural number only, include the singular.

Words importing the masculine gender only, include the feminine gender.

The word "Person" shall extend so as to include a Corporation.

3. The business of the Company may be commenced as soon after the Incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the Shares may have been allotted.

### ALLOTMENT OF SHARES AND INCREASE OF CAPITAL.

4. The Company may from time to time by a Resolution of a General Meeting authorise the increase of the Capital by creation of New Shares of such amount as may be deemed expedient.

5. New Shares issued upon the occasion of an increase of Capital and any unissued Shares of existing Capital may be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof may either itself direct or may authorise the Directors to determine, and in particular such Shares may be issued either at par or at a premium or at a discount and with a preferential or qualified right to Dividends and in the distribution of Assets of the Company and with a special or without any right of voting.

6. Except so far as otherwise provided by the conditions of issue or these Articles, any Capital raised by the creation of New Shares shall be considered part of the original Capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, sale and otherwise.

7. None of the Shares other than such Shares as shall be allotted to the Subscribers of the Memorandum of Association pursuant to the subscription thereof shall at any time afterwards be offered for subscription or allotted without the authority of a Resolution of the Company. All the Shares, other than as aforesaid, and all such new Shares as may be issued in respect of any increase of the Capital of the Company under the Article in that behalf hereinafter contained, shall be offered to the existing Members in proportion to the Shares at the date of issue held by them respectively upon such terms as may be prescribed by the Resolutions authorising such further issue or allotment of Shares and creating such increase of Capital respectively; but if no terms shall be prescribed then upon such terms as the Directors may think fit, and such offer shall be made by notice specifying the number of Shares to which the Member is entitled and limiting the time within which the offer if not accepted will be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the Member to whom such notice is given that he declines to accept the Shares offered, the Directors may dispose of the Shares declined or not accepted as they think fit.

8. If the Company after having attached to any Share any preference or other special privilege shall create or authorise the issue of any further Shares, the holders of the existing preference or otherwise privileged Shares shall not in respect thereof be entitled to any offer of the Shares so to be issued unless the Company otherwise determine.

9. If by the conditions of allotment of any Share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall when due be paid to the Company by the holder of the Share without any call being made for the same.

10. The joint holders of a Share shall be severally as well as jointly liable for the payment of all Instalments and Calls due in respect of such Share.

11. In case of the death of any of the registered joint holders of any Share or Stock, the survivor shall be the only person recognised by the Company as having any title to or interest in such Share or Stock.

12. The Company shall not be bound to recognise any contingent, future, partial or equitable interest in the nature of a trust or otherwise in any Share or Stock or any other right in respect of any Share or Stock except an absolute right thereto in the person from time to time registered as the holder thereof; and except also the right of any person under clause 32 hereof to become a Member in respect of or to transfer any Share.

13. The Certificates of Shares or Stock shall be issued under the authority of the Company and signed by two Directors and countersigned by the Secretary or some other person appointed by the Directors.

14. Every Member shall be entitled to one Certificate for all his Shares or Stock, or to several Certificates each for a part of such Shares or Stock. Every Certificate of Shares shall specify the number of the Share in respect of which it is issued and at the option of the Member the amount paid up thereon.

15. If any Certificate be worn out or defaced then upon production thereof to the Directors they may order the same to be cancelled and may issue a new Certificate in lieu thereof. And if any Certificate be lost or destroyed, then upon proof to the satisfaction of the Directors or in default of proof on such indemnity as the Directors deem adequate being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. An entry as to the issue of the new Certificate and indemnity (if any) shall be made by the Secretary in the Minutes of the Directors' proceedings.

16. The sum of 1/- shall be paid to the Company for every Certificate issued.

17. The Certificates of Shares or Stock registered in the names of two or more persons shall be delivered to the person first named on the register.

#### CALLS.

18. The Directors may from time to time make such Calls as they think fit upon the registered holders of Shares in respect of all moneys unpaid thereon, and not by the conditions of allotment thereof made payable at fixed times; and each Member shall pay the amount of every Call so made on him to the persons and at the time or if made payable by instalments at the times and at the place or places appointed by the Directors.

19. A Call shall be deemed to have been made at the time when the Resolution of the Directors authorising such Call was passed.

20. Fourteen days' notice of any Call shall be given, specifying the time and place of payment and to whom such Call shall be paid.

21. If the sum payable in respect of any Call or Instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the Share in respect of which the Call shall have been made or the Instalment shall be due shall pay interest for the same at the rate of £10 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

#### TRANSFER OF SHARES OR STOCK.

22. Shares and Stock shall be transferable, subject to the following provisions.

23. The Directors may decline to register any transfer of Shares or Stock made by a Member who is indebted to the Company, or upon which Shares or Stock the Company may have a lien by virtue of clause 40 hereof.

24. No Member shall transfer any Shares or Stock without the consent of the Directors expressed in writing.

25. If any Member feels aggrieved with the refusal of the Directors to allow him to transfer his Shares or Stock, the matter shall be settled by arbitration.

26. The instrument of transfer of any Shares or Stock shall be executed both by the Transferor and Transferee, and the Transferor shall be deemed to remain a holder of such Shares or Stock until the name of the Transferee is entered in the register in respect thereof.

27. The instrument of transfer of any Share or Stock shall be in the following form or as near thereto as circumstances will permit:

I, A. B. of  
by C. D. of  
numbered  
in consideration of the sum of £  
Do hereby transfer to the said C. D. the Share [or Shares]  
[or £ Stock] standing in my name in the books of the  
BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED, to hold unto the said C. D.  
his executors administrators and assigns, subject to the several conditions on which I held the same at  
the time of the execution hereof. And I the said C. D. do hereby agree to take the said Share [or  
Shares or Stock] subject to the same conditions.

As witness our hands the

day of

Certificate  
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Director

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of such d  
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liabilities

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the Secretary  
Company

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Shares or  
confer on

28. Every deed of transfer shall be left at the office for registration accompanied by the Certificate of the Shares or Stock to be transferred, and such other evidence as the Directors may require to prove the title of the Transferor or his right to transfer the Shares or Stock.

29. A fee not exceeding 2/6 may be charged for each transfer, and shall if required by the Directors be paid before the registration thereof.

30. The transfer books may be closed during such time as the Directors think fit, not exceeding in the whole twenty-one days in each year.

#### TRANSMISSION OF SHARES OR STOCK.

31. The executors or administrators of a deceased Member shall be the only persons recognised by the Company as having any title to the Shares or Stock of such Member.

32. Any parent or guardian of an infant Member or any committee of a lunatic Member, or any person becoming entitled to a Share or Stock in consequence of the death of any Member or of the marriage of any female Member, or in any other way than by transfer, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title, as the Directors think sufficient, may with the consent of the Directors be registered himself as a Member in respect of such Share or Stock; or subject to the regulations as to transfers hereinbefore contained may transfer the same to some other person.

#### FORFEITURE OF SHARES.

33. If any Member fail to pay any Call or Instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the Call or Instalment remains unpaid serve a notice on such Member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such nonpayment.

34. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such Call or Instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of nonpayment at or before the time and at the place appointed, the Shares in respect of which the Call was made or Instalment is payable will be liable to be forfeited.

35. If the requisitions of any such notice as aforesaid are not complied with, any Shares in respect of which such notice has been given may at any time thereafter before payment of all Calls or Instalments interest and expenses due in respect thereof be forfeited by a Resolution of the Directors to that effect.

36. Any Share so forfeited shall be deemed to be the property of the Company and the Directors may sell reallocate or otherwise dispose of the same in such manner as they think fit, subject to the regulations contained in these Articles with regard to the allotment and sale of Shares.

37. The Directors may at any time before any Share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

38. A Certificate in writing under the hands of two of the Directors and countersigned by the Secretary that a Share has been duly forfeited in pursuance of these Articles and stating the time when it was forfeited, shall be conclusive evidence of the facts therein stated as against all persons who would have been entitled to the Share but for such forfeiture; and such Certificate and the receipt of the Company for the price of such Share shall constitute a good title to such Share.

39. Any Member whose Shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all Calls Instalments interest and expenses owing upon or in respect of such Shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at £10 per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

#### LIEN.

40. The Company shall have a first and paramount lien upon all the Shares and Stock of each Member for his debts liabilities and engagements solely or jointly with any other person to or with the Company, whether the period for the payment fulfilment or discharge thereof shall have actually arrived or not.

41. For the purpose of enforcing such lien the Directors may sell the Shares or Stock subject thereto without any notice to or consent by the holder of such Shares or Stock or any other person, but no sale shall be made unless and until default be made in the payment fulfilment or discharge of such debts liabilities or engagements, and every such sale shall be made subject to the regulations contained in these Articles with regard to the sale of Shares and Stock.

42. The net proceeds of any such sale shall be applied in or towards satisfaction of such debts liabilities or engagements, and the residue (if any) paid to such Member or his representatives.

43. A Certificate in writing under the hands of two of the Directors and countersigned by the Secretary or Manager that the last mentioned power of sale has arisen and is exercisable by the Company under these presents shall be conclusive evidence of the facts therein stated.

44. Upon any such sale the Directors or any two of them may execute a transfer of such Shares or Stock to the Purchaser thereof, and such transfer with the Certificate last aforesaid shall confer on the Purchaser a complete title to such Shares or Stock.



## CONVERSION OF SHARES INTO STOCK.

45. The Company may convert any Paid-up Shares into Stock.

46. The several holders of Stock shall be entitled to participate in the Dividends and profits of the Company according to the amount of their respective interests in such Stock, and such interest shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as would have been conferred by Shares of equal amount in the Capital of the Company, but so that none of such privileges or advantages except the participation in the Dividends and profits of the Company shall be conferred by any such aliquot part of consolidated Stock as would not if existing in Shares have conferred such privileges or advantages.

## BORROWING POWERS.

47. The Directors may from time to time at their discretion borrow from the Directors Members or other persons any sum or sums of money for the purposes of the Company, but so that the moneys at any one time owing in respect of money borrowed shall not without the sanction of a General Meeting exceed the nominal amount of the Capital.

48. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Bonds of the Company or by the creation of Debenture Stock or by making, drawing accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or giving or issuing any other security of the Company, or by mortgage or charge of all or any part of the Property of the Company and of its uncalled Capital for the time being.

## GENERAL MEETINGS.

49. The First General Meeting shall be held at such time (not being more than four months after the Registration of the Memorandum of Association of the Company) and at such place as the Directors may determine.

50. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place is prescribed a General Meeting shall be held in the month of July in every year at such time and place as may be determined by the Directors.

51. The above General Meetings may be called Ordinary General Meetings, all other meetings of the Company shall be called Extraordinary General Meetings.

52. The Directors may whenever they think fit, and they shall upon a requisition made in writing by three Members, convene an Extraordinary Meeting.

53. Any such requisition shall specify the object of the meeting required and shall be signed by the Members making the same, and shall be deposited at the office of the Company.

54. In case the Directors fail to convene an Extraordinary Meeting within twenty-one days from the time of such deposit, the requisitionists or any three Members may themselves convene a meeting, but no such requisition shall remain in force for more than two calendar months from the time when the same shall be deposited at the office.

55. Seven clear days' notice at the least, specifying the place day and hour of meeting, and in case of an Extraordinary Meeting the purpose for which it is to be held shall be given, either by notice sent by post or otherwise, served as hereinafter provided. Where any meeting is adjourned for twenty-one days or more, at least five days' notice of the place and hour of meeting of such adjourned meeting shall be given in like manner.

56. The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

57. The business of an Ordinary Meeting shall be to receive and consider the Statement of Income and Expenditure and the Balance Sheet to be laid before the meeting pursuant to clause 105 hereof, the Reports of the Directors and of the Auditors pursuant to clauses 106 and 112 hereof respectively, to elect Directors and other officers in the place of those retiring by rotation, and to decide on the recommendation of the Directors as regards Dividends. All other business shall be deemed special. No special business shall be transacted at any meeting unless notice of the intention to bring forward such special business shall have been given as hereinbefore provided in the case of an Extraordinary Meeting.

58. Three Members personally present shall be a quorum for a General Meeting for the choice of a Chairman, the declaration of a Dividend and the adjournment of the meeting. For all other purposes the quorum for a General Meeting shall be five Members personally present or represented by proxy, four Members at least being personally present. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

59. The Chairman of the Directors (if any) shall be entitled to take the chair at every General Meeting, or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the Members shall choose another Director as Chairman; and if no Director be present, or if all the Directors present decline to take the chair, then the Members present shall choose one of their number to be Chairman.

60. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting a quorum is not present, it shall be adjourned *fine die*.

61. Every motion submitted to a meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes the Chairman shall both on show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

62. At a General Meeting unless a poll is demanded by at least five Members personally present or represented by proxy at the meeting, a declaration by the Chairman that a Resolution has been carried, and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

63. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, whose declaration of the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

64. Any General Meeting shall have power to adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### VOTES OF MEMBERS.

65. Every Member shall have one vote for every ten Shares held by him.

66. Any Parent Guardian or other person entitled under clause 32 to Transfer any Shares or Stock, may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares or Stock, provided that forty-eight hours at least before the time of holding the meeting at which he purposes to vote he shall satisfy the Directors of his right to transfer such Shares or Stock, or unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

67. If there be joint holders of any Shares or Stock, the Member whose name stands first on the Register and no other shall be entitled to vote in respect of such Shares or Stock, but the other or others of the joint holders shall be entitled to be present at any General Meeting.

68. Votes may be given either personally or by proxy.

69. The instrument appointing a proxy shall be in writing under the hand of the appointer, and shall be attested by one or more witnesses. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote, except that a married woman entitled to any Share for her separate use may appoint her husband to be her proxy.

70. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument purposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

71. Every instrument of proxy shall be in the form or to the effect following: THE BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED. I  
of \_\_\_\_\_ in the County of \_\_\_\_\_  
being a Member of the BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED, and  
entitled to \_\_\_\_\_ vote (or votes) hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_ of \_\_\_\_\_  
or failing him \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me and on my behalf at the (Ordinary or Extraordinary as the case may be)  
General Meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
and at any adjournment thereof, or at any meeting of the Company that may be held in the year.  
As Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_  
Signed by the said \_\_\_\_\_ in the presence of \_\_\_\_\_

72. No Member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for any other Member at any General Meeting or upon a poll, or be reckoned in a quorum whilst any Call or other sum shall be due and payable to the Company in respect of any of the Shares of such member.

### DIRECTORS.

73. The number of Directors shall not be less than five nor more than seven.

74. The persons hereinafter named shall be the first Directors, that is to say:

Messrs HERBERT THOMAS, FRANCIS FREDERICK FOY, GEORGE KING MORGAN,  
CHARLES THOMAS, JOHN WESLEY HALL, CHARLES ~~WESLEY~~ WARE, and CHARLES ~~WESLEY~~ WARE, and CHARLES ~~WESLEY~~ WARE, *Edwin*  
ROBERT HANCOCK; and they shall hold office until the Ordinary Meeting in the  
year 1882.

75. A Director may retire from his office upon giving one month's notice in writing to the Company of his intention so to do, and such resignation shall take effect upon the expiration of such notice.

76. The remuneration of the Directors shall be fixed by the Company in General Meeting, and may be varied at any time in like manner.

77. The office of Director shall be vacated :

(1.) If he becomes bankrupt or suspends payment or files a petition for the liquidation of his affairs or compounds with his creditors.

(2.) If he be found lunatic or become of unsound mind.

But a Director shall not vacate his office by reason of his being a party to or interested in any contract with or work done for the Company, or participating directly or indirectly in the profits of any such contract or work ; nor shall any contract be liable to be wholly or partially set aside by reason only of a Director being party to or interested in the same ; nevertheless he shall not vote in respect of any such contract, and if he does vote his vote shall not be counted.

#### ROTATION OF DIRECTORS.

78. At the Ordinary General Meeting to be held in the year 1882 and at every succeeding ordinary meeting, one-third of the Directors, or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office.

79. The one-third or other nearest number to retire at the Ordinary Meeting to be held in the years 1882 and 1883 shall unless the Directors agree among themselves be determined by ballot. In every subsequent year, the one-third or other nearest number who have been longest in office shall retire.

80. A retiring Director shall be eligible for re-election.

81. The Company at any General Meeting at which any Directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of Members to be Directors.

82. The Company in General Meeting may remove any Director before the expiration of his term of office and appoint another Member in his stead, the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

83. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

84. Any casual vacancy occurring among the Directors may be filled up by the Directors by the appointment of a Member, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

#### PROCEEDINGS OF DIRECTORS.

85. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, three Directors shall be a quorum.

86. A Director may at any time summon a meeting of the Directors.

87. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

88. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

89. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon them by the Directors.

90. A Committee may elect a Chairman of their meetings if no such Chairman is elected, or if he is not present at the time appointed for holding the same the Members present shall choose one of their number to be Chairman of such meeting.

91. A Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the Chairman shall have a casting vote.

92. All acts done at any meeting of the Directors or of a Committee of Directors or of a person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

93. A Resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

## POWERS OF DIRECTORS.

94. The management of the business and the control of the Company shall be vested in the Directors, who in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by any Act now or from time to time in force concerning Joint Stock Companies expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to any regulations from time to time made by the Company in General Meeting, provided that no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

95. In furtherance and not in limitation of and without prejudice to the general powers conferred or implied in the last preceding clause, and of the other powers conferred by these presents it is hereby expressly declared that the Directors shall be entrusted with and exercise and perform the following powers and duties.

- (1.) They may appoint and at their discretion remove or suspend such Managers Secretaries Solicitors Officers Clerks Agents and Servants for permanent temporary or special services as they may from time to time think fit, and may determine their duties and fix their salaries or emoluments, and may require security in such instances and to such amount as they think fit; and in particular they may appoint Mr HENRY LORYMER RISELEY of No. 35 Corn Street in the City and County of Bristol to be the first Secretary and Manager of the Company, and may upon his appointment contract with him that he shall not be removable from office otherwise than by his own resignation or by special resolution of the Company, and that he shall exercise and perform the functions and duties prescribed by the Directors, and they may either by such contract or otherwise determine his remuneration while holding such office and they may as such remuneration pay him a salary together with a commission or percentage on the gross premiums received in respect of Insurances.
- (2.) They may appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, and may execute and do all such deeds and things as may be requisite to vest the same in such person or persons.
- (3.) They may institute conduct defend compound or abandon any legal proceedings by and against the Company or its Officers or otherwise concerning the affairs of the Company, and also may compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (4.) They may refer any claims or demands by or against the Company to arbitration, and observe and perform the awards.
- (5.) They may make and give receipts releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (6.) They may act on behalf of the Company in all matters relating to Bankrupts and Insolvents.
- (7.) They may establish Branch Offices and appoint Agents for the business of the Company either in the United Kingdom or elsewhere upon such terms and with such powers and authorities as the Directors think expedient.
- (8.) They may invest any of the moneys of the Company not immediately required for the purposes thereof in the purchase or acquisition of such property or upon such securities and in such manner as they may think fit, and they may from time to time vary or realise such investments.
- (9.) They may give to any Director Secretary Officer or other person employed by the Company an interest in any particular business or transaction either by way of a commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest commission or share of profits shall be treated as part of the working expenses of the Company.
- (10.) They may before recommending any dividend set aside out of the profits of the Company such a sum as they think proper as a Reserve Fund to meet contingencies or for equalising dividends, or for repairing improving and maintaining any of the property of the Company and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company, and they may invest the several sums so set aside upon such investments as they may think fit, and may from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and they may divide the Reserve Fund into such Special Funds as they think fit.
- (11.) They may enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts deeds and things, in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- (12.) They may pay the costs charges and expenses preliminary and incidental to the formation establishment and registration of the Company.

## SOLICITORS.

96. Messrs BEVAN & HANCOCK of the City and County of Bristol shall be the Solicitors of the Company.

## DIVIDENDS.

97. The Directors may with the sanction of the Company in General Meeting declare a Dividend to be paid to the Members in proportion to their Shares, but no Dividend shall be payable except out of the profits arising from the business of the Company.

98. The Directors may from time to time pay to the Members on account of the next forthcoming Dividend such Interim Dividends as in their judgment the position of the Company justifies.

99. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due and payable by him to the Company on account of Calls Instalments or otherwise.

100. In case several persons are registered as the joint owners of any Share or Stock, any one of such persons may give effectual receipts for all Dividends and payments on account of Dividends in respect of such Share or Stock.

101. Notice of the declaration of any Dividend shall be given to the holders of Shares and Stock in manner hereinafter provided.

102. All Dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all Dividends unclaimed for five years after having been declared may be forfeited by the Directors for the benefit of the Company. No Dividend shall bear interest as against the Company.

## ACCOUNTS.

103. The Directors shall cause true Accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place, and of the assets credits and liabilities of the Company.

104. The Books of the Company shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit, and shall—subject to such regulations as the Directors may with the view to the proper conduct of business prescribe—be open to the inspection of Members at all reasonable times during the hours of business.

105. At the Ordinary Meeting in every year the Directors shall lay before the Company a Statement of the Income and Expenditure, and a Balance Sheet containing a Summary of the Property and Liabilities of the Company, made up to a date not more than four months before the meeting from the time when the last preceding Statement and Balance Sheet were made, or in the case of the first Statement and Balance Sheet from the Incorporation of the Company.

106. Every such Statement shall be accompanied by a Report of the Directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of Dividend or Bonus to the Members and the amount (if any) which they purpose to carry to the Reserve Fund according to the provisions in that behalf hereinbefore contained, and the Statement Report and Balance Sheet shall be signed by two Directors and countersigned by the Secretary.

## AUDIT.

107. Once at least in every year the Accounts of the Company shall be examined, and the correctness of the Statement and Balance Sheet ascertained by one or more Auditor or Auditors.

108. The first Auditor or Auditors shall be appointed by the Directors; subsequent Auditors shall be appointed by the Company at the Ordinary Meeting in each year. The remuneration of the Auditors shall be fixed by the Company in General Meeting. Any Auditor quitting office shall be eligible for re-election.

109. If one Auditor only is appointed, all the provisions hereinafter contained relating to Auditors shall apply to him.

110. The Auditors may be Members of the Company, but no person shall be eligible as an Auditor who is interested otherwise than as a Member of the Company in any transaction thereof.

111. If any casual vacancy occurs in the office of Auditor the Directors shall forthwith fill up the same.

112. The Auditors shall be supplied with copies of the Statement of Accounts and Balance Sheet intended to be laid before the Company in General Meeting seven days at least before the meeting to which the same are to be submitted, and it shall be their duty to examine the same with the Accounts and Vouchers relating thereto and to report to the Company in General Meeting thereon.

113. The Auditors shall at all reasonable times have access to the Books and Accounts of the Company, and they may in relation thereto examine the Directors or other Officers of the Company.

114. A Notice may be served by the Company upon any Member personally, or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

115. All Notices shall with respect to any Shares or Stock to which persons are jointly entitled be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such Shares or Stock.

116. Any Notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office.

117. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day upon which such notice will expire shall not be included in such number of days or other period.

#### ARBITRATION.

118. Whenever any difference arises between the Company on the one hand and any of the Members, their executors administrators or assigns on the other hand, touching the true intent and construction or the incidents or consequences of these Articles, or touching anything then or thereafter done executed omitted or suffered in pursuance of these Articles, or touching any breach or alleged breach of these Articles, or any claim on account of any such breach or alleged breach or otherwise relating to the premises or to these Articles, or to any of the affairs of the Company; every such difference shall be referred to the decision of an Arbitrator to be appointed by the parties in difference, or if they cannot agree upon a single Arbitrator to the decision of two Arbitrators of whom one shall be appointed by each of the parties in difference, or an Umpire to be appointed by the two Arbitrators.

119. The costs of and incident to any such reference and award shall be in the discretion of the Arbitrator Arbitrators or Umpire respectively who may determine the amount thereof, or direct the same to be taxed as between Solicitor and Client or otherwise, and may award by whom and to whom, and in what manner the same shall be borne and paid.

120. The submission to Arbitration shall be subject to the provisions of the Common Law Procedure Act 1854 or any then subsisting statutory modification thereof, and shall be made a Rule or Order of Her Majesty's High Court of Justice upon the application of either party, and such party may instruct Counsel to consent thereto for the other parties.

Dated, this 5th day of March 1880.

1. Robert Thomas - 2 Great George St. Bristol Soap manufacturer
2. George King Maynard - 5 Worcester Villas Clifton Bristol Tobacco manufacturer
3. Charles Thomas Petch & Pay Stoke Bishop Gloucestershire
4. Francis - 7 Friar - 72 Pembroke Road Clifton Soap manufacturer
5. Henry Longme Riserley 12 Coltham Park Bristol Merchant
6. Shrubbery Hall. Callander House Clifton Insurance agent
7. Charles Robert Hancock 40 St. George's Road Redland Bristol Great merchant
8. Charles Edwin Ware Farnborough, Surrey, England Civil Engineer

Witness to the signatures of Robert Thomas, George King Maynard, Charles Thomas, Francis Frederick Fox, Henry Longme Riserley, John Riserley, Hall and Charles Robert Hancock

William John Wheeler 2, Appleton Street, Eastville Bristol Accountant

Witness to the signatures of Charles Edwin Ware

1st May 1880  
Dated this 6th day of March 1880.

THE COMPANIES ACTS 1862 & 1867.

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Memorandum  
AND  
Articles of Association  
OF THE  
*British and Irish Plate Glass  
Insurance Company,*  
LIMITED.

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H. Hill, Printer & Stationer, 41 John Street, Bristol.

DUPLICATE FOR THE FILE.

No. 15855



## Certificate of Change of Name.

*I* hereby Certify,

That

THE BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY LIMITED

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called  
THE BRITISH AND IRISH INSURANCE CO., LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this thirteenth day of December  
One Thousand Nine Hundred and twenty-eight.

*Registrar of Joint Stock Companies.*

Certificate received by *Simpson Bullingford & Co*

*65 Bishopsgate E.C.2*

Date *17<sup>th</sup> Dec = 1928*



No. 13855



THE COMPANIES ACTS 1862 TO 1900.

## The British and Irish Plate Glass Insurance Company, Limited.

### **SPECIAL RESOLUTION,**

*Passed 30th July, 1906. Confirmed 27th August, 1906.*

At an EXTRAORDINARY GENERAL MEETING of THE BRITISH AND IRISH PLATE-GLASS INSURANCE COMPANY, LIMITED, duly convened and held at the Registered Office of the Company, situate at No. 33, CORN STREET, BRISTOL, on the 30th day of July, 1906, the subjoined Special Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 27th day of August, 1906, the subjoined Special Resolution was duly confirmed.



"That the Articles of Association of the British and Irish Plate Glass Insurance Company Limited be altered by inserting the following Articles immediately after Article 22, namely :—

" 22a. The Directors shall have the option of purchasing the shares of a deceased member and no transfer of such shares shall be registered until such option has been exercised or waived.

" 22b. The Executors or Administrators of a deceased member shall give notice in writing to the Company of their having obtained Probate of the Will or Letters of Administration of the estate of the deceased within ten days after they shall have obtained such Probate or Letters of Administration and the Directors may within three calendar months from the date of the decease of such member, notify to his Executors or Administrators their willingness to exercise the said option or that they waive the option and in default of such notice they shall be deemed to waive the option.

" 22c. If the Directors notify their willingness to purchase the shares of a deceased member as aforesaid the Executors or Administrators of the deceased member shall sell and the Directors shall purchase the shares of the deceased member at the fair value thereof to be ascertained as next hereinafter mentioned.

" 22d. The fair value shall be ascertained by the Directors and shall for the purposes of this clause be the capital paid upon the shares to be purchased and in addition the proportionate part calculated according to the number of shares to be purchased of the goodwill and surplus assets of the Company after reserving paid up capital and allowing for and taking into account all debts obligations and liabilities of the Company the goodwill of the Company's business being for the purposes of this clause taken at a sum of £1000.

" 22e. The Company in general meeting may from time to time increase or reduce the sum mentioned in the last preceding clause to be taken as the value of the goodwill of the Company's business.

" 22f. In case there shall at any time be any question between the Executors or Administrators of a deceased member and the Directors as to the fair value of the shares of a deceased member, the same shall be referred to the Auditor or Auditors of the Company for the time being whose decision shall be final and binding upon both parties.

" 22g. All shares which may be purchased by the Directors under Clause 22a hereof shall be offered to the surviving members of the Company in proportion to the shares held by them respectively and at the price per share to be paid for them by the Directors and such offer shall be made by notice specifying the number of shares to which each member is entitled and limiting the time within which the offer if not accepted shall be deemed to be declined and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered the Directors shall deal with them as they may think fit.

" 22h. Every such sale shall be carried into effect without any unnecessary delay and the Executors or Administrators of a deceased member shall in every case transfer the shares to the Directors or their nominee or nominees who shall thereupon pay the fair value ascertained as aforesaid for the shares so transferred.

" 22i. If in any case the Executors or Administrators of a deceased member makes default in transferring any shares in accordance with the last preceding clause the Company may receive the purchase money and shall thereupon cause the names of the Directors or their nominee or nominees as the case may be as the purchasers of the shares to be entered in the Register as the holders of the shares in question and shall hold the purchase money in trust for the Executors or Administrators of the deceased member. The receipts of the Company for the purchase money shall be a good discharge to the purchasing members and after the names have been entered in the Register in purported exercise of the aforesaid power the proceedings shall not be questioned by any person."

*Frank A. Rivett*

Secretary.

# The British and Irish Plate Glass Insurance Company, LIMITED.



## Special Resolution.

Passed 24th October, 1928.

Confirmed 8th November, 1928.

At EXTRAORDINARY GENERAL MEETINGS of THE BRITISH AND IRISH  
PLATE GLASS INSURANCE COMPANY, LIMITED, duly convened and held NOV 4, 1928  
Leadenhall Street, London, E.C. 3, on the 24th day of October, 1928, and the  
8th day of November, 1928, respectively, the following SPECIAL RESOLUTION  
was duly passed and confirmed :—

### RESOLUTION.

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered as follows, viz. :—

In Clause 3 of the said Memorandum of Association in place of the words " To insure against damage by accident or otherwise plate and every other description of glass " there shall be substituted the following words, namely :—

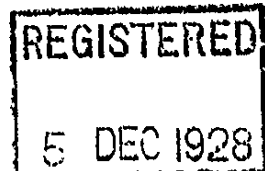
" To carry on all kinds of insurance and reinsurance business and guarantee and indemnity business not being assurance business of any class specified in Section 1 of the Assurance Companies Act, 1909. To enter into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person or Company carrying on or about to carry on any business or transaction which this Company is authorised to carry on and to take or otherwise acquire and hold shares, stocks or securities of any such Company or in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same."

*A. W. M. S. B. S.*  
Director

The British and Irish Plate Glass Insurance Company,  
LIMITED.



**Special Resolution.**



*Passed 8th November, 1928.*

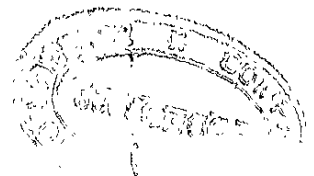
*Confirmed 23rd November, 1928.*

At EXTRAORDINARY GENERAL MEETINGS of THE BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED, duly convened and held at 54, Leadenhall Street, London, E.C. 3, on the 8th day of November, 1928, and the 23rd day of November, 1928, respectively, the following SPECIAL RESOLUTION was duly passed and confirmed:—

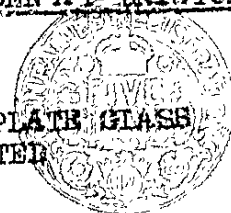
RESOLUTION.

"That the name of the Company be and is hereby changed to THE BRITISH AND IRISH INSURANCE CO., LTD."

*A. A. Hieby*  
*Director*



IN THE MATTER OF THE BRITISH AND IRISH PLATE GLASS  
INSURANCE COMPANY LIMITED



-and-

IN THE MATTER OF THE COMPANIES (CONSOLIDATION) ACT 1908

IN THE MATTER OF A PETITION TO CONFIRM EXTENSION OF  
THE OBJECTS OF THE ABOVE-NAMED COMPANY.

BEFORE HIS HONOUR JUDGE PARSONS K.C.

UPON HEARING the Petition of The British and Irish Plate Glass Insurance Company Limited preferred unto this Court and UPON HEARING Mr. A. Stanley Brookes the Solicitor of the Petitioners and UPON READING the said Petition and the Affidavit of Frank Lorymer Riseley the Chairman of Directors of the above-named Company filed on the 8th day of November 1928 and the several Exhibits respectively therein referred to and the Affidavit of Arthur Henry Riseley a Director of the above-named Company filed on the 12th day of November 1928 and the several Exhibits respectively therein referred to this Court doth pursuant to the Provisions of section 9 of the Companies (Consolidation) Act 1908 confirm the alteration in the Memorandum of Association of the Company, proposed to be effected by the Special Resolution passed and confirmed at Extraordinary General Meetings of the Company held respectively on the 24th day of October 1928 and the 8th day of November 1928 as amended by the Court by the addition of the words "as extended by the Industrial Assurance Act 1923" such words being added after the words "Assurance Companies Act 1909" in the said Resolution and the Court dispenses with publication of Notice of the Presentation of the Petition and with any advertisements of the day appointed for the hearing thereof AND IT IS ORDERED that an Office Copy of this Order

REGISTERED  
5 DEC 1928

TOGETHER WITH A PRINTED COPY OF THE MEMORANDUM OF  
ASSOCIATION OF THE COMPANY BY ORDER IN ACCORDANCE WITH  
THE SAID RESOLUTION BE DELIVERED TO THE REGISTRAR OF  
JOINT STOCK COMPANIES WITHIN 15 DAYS FROM THE DATE OF  
THIS ORDER.

DATED this 29th day November, 1928.

  
REGISTRAR.

DUPLICATE FOR THE FILE.

# Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

*Pursuant to s. 9 (6) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).*

No. 13855



**The** BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY

LIMITED

having by Special

Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order of the County Court of Gloucestershire holden at Bristol bearing date the 29th November 1928.

## I Hereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London this fifth day of December  
One Thousand Nine Hundred and twenty-eight.

*[Signature]*  
Registrar of Joint Stock Companies.

Certificate received by

*[Signature]*  
65 Bishopsgate E.C.2

Date

*7 Dec 1928*

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

THE BRITISH AND IRISH PLATE GLASS  
INSURANCE COMPANY, LIMITED.



(As amended by Special Resolution confirmed 8th November, 1928, and an Order of the County Court of Gloucestershire, dated the 29th November, 1928.)

1. The Name of the Company is THE BRITISH AND IRISH PLATE GLASS INSURANCE COMPANY, LIMITED.

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :

To carry on all kinds of insurance and reinsurance business and guarantee and indemnity business not being assurance business of any class specified in Section 1 of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923.

To enter into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person or Company carrying on or about to carry on any business or transaction which this Company is authorised to carry on and to take or otherwise acquire and hold shares, stocks or securities of any such Company or in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.

To Purchase or otherwise acquire and undertake all or any part of the Business Property and Liabilities of any other Insurance Company whose Business shall be altogether or in part similar to the last stated object of this Company.

To Purchase take on Lease or in exchange hire or otherwise acquire, any real or personal Property and any rights or privileges necessary or convenient for the purposes of the Company.

To Borrow or raise Money by the issue of or upon Bonds Debentures Bills of Exchange Promissory Notes or other obligations or securities of the Company, or by Mortgage or charge of all or any part of the Property of the Company or of its uncalled Capital, or in such other manner as the Company shall think fit.

To make accept indorse and execute Promissory Notes Bills of Exchange and other negotiable Instruments.

To Construct any Buildings necessary or convenient for the purposes of the Company.

To Invest the Moneys of the Company not immediately required upon such securities as may from time to time be determined.

To Sell Improve Manage Develop Lease Dispose of or otherwise deal with all or any part of the Property of the Company.

To do all such other things as are incidental or conducive to the attainment of the above objects.

4. The Liability of the Members is limited.

5. The Capital of the Company is £25,000, divided into 5,000 Shares of £5 each.



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

Dated this 5th day of March, 1880.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
1. HERBERT THOMAS, 2 Great George Street, Bristol, Soap Manufacturer - - - - -	One Hundred and Twenty-five Shares
2. GEORGE KING MORGAN, 5 Worcester Villas, Clifton, Bristol, Tobacco Manufacturer - - - - -	One Hundred and Twenty-five Shares
3. CHARLES THOMAS, Pitch and Pay, Stoke Bishop, Gloucestershire, Soap Manufacturer - - - - -	One Hundred and Twenty-five Shares
4. FRANCIS FREDERICK FOX, 72 Pembroke Road, Clifton, Bristol, Oil Merchant - - - - -	One Hundred and Twenty-five Shares
5. HENRY LORYMER RISELEY, 12 Cotham Park, Bristol, Insurance Agent - - - - -	One Hundred and Twenty-five Shares
6. JOHN WESLEY HALL, Callandar House, Clifton, Bristol, Glass Merchant - - - - -	One Hundred and Twenty-five Shares
7. CHARLES ROBERT HANCOCK, No. 11 Clyde Road, Redland, Bristol, Solicitor - - - - -	One Hundred and Twenty-five Shares
8. CHARLES EDWIN WARE, Sunnyside, Exeter, Devonshire, Civil Engineer - - - - -	One Hundred and Twenty-five Shares
Total Shares taken - -	1,000

Witness to the Signatures of Herbert Thomas, George King Morgan, Charles Thomas, Francis Frederick Fox, Henry Lorymer Riseley, John Wesley Hall, and Charles Robert Hancock,

WILLIAM JOHN WHEELER,  
2 Argyle Street, Eastville, Bristol, Accountant.

Witness to the Signature of Charles Edwin Ware,

T. W. HUSSEY,  
6 Linden Vale, Exeter, Devonshire, Hotel Manager.

*I certify that this is a copy of the memorandum of Association of the company ordered to be filed by the Clerk of the Court dated 29th December 1898.*

*W. H. Hussey*  
*Q. C.*

**B**

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:-- Cos. 6279/29.

BOARD OF TRADE

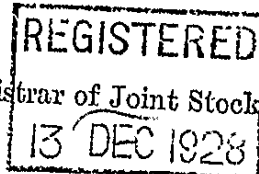
13th December, 1928.

THE BRITISH & IRISH PLATE GLASS INSURANCE COMPANY LIMITED.

Gentlemen,

With reference to your application of the 5th December, I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to "THE BRITISH AND IRISH INSURANCE CO., LIMITED."

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, Strand, W.C.2. as his authority for entering the new name on the Register, and for issuing his certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.



I am, Gentlemen,

Your obedient Servant,

Messrs. Simpson,  
Cullingford & Co.,  
65, Bishopsgate,  
E.C.2.

*W. H. R. Simpson*

# The British and Irish Insurance Co., Limited.



## Special Resolution

*Passed 11th January, 1929.*

*Confirmed 28th January, 1929.*



At EXTRAORDINARY GENERAL MEETINGS of The British and Irish Insurance Co., Limited, duly convened and held at 54, Leadenhall Street, London, E.C. 3, on the 11th day of January, 1929, and the 28th day of January, 1929, respectively, the following SPECIAL RESOLUTION was duly passed and confirmed :—

### RESOLUTION.

"That the Articles contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved, and that such Articles be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of all the existing Articles thereof."

*Henry Willis*  
Director

61

20 JAN 29

2

*Draft adopted at  
Extraordinary General  
Meeting of the Company  
held at 56, Leadenhall S.E. 1, L.C.,  
the 11<sup>th</sup> January 1929*

*Frank R. Rieley  
Chairman*

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

### The British & Irish Insurance Co., Limited.

*(Adopted by a Special Resolution passed and confirmed on the  
11<sup>th</sup> <sup>January</sup> December, 1929, and the 28<sup>th</sup> January, 1929, respectively.)*

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter referred to as "Table 'A'"), shall apply to the Company with the exception of the clauses in the said Table numbered 2, 5, 35 to 40 both inclusive, 45, 68, 70, 77 to 84 both inclusive, and 108, which said clauses shall not apply. The following additional Articles shall also apply to the Company. Should any of the special provisions contained in these Articles be at variance with the provisions contained in Table "A," the said special provisions shall operate in exclusion of the provisions in Table "A" at variance therewith.
2. The Company is a private company, and accordingly (a) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company, (b) the number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) shall be limited to fifty, provided that for the purposes of this provision where two or more persons hold one or more shares of the Company jointly they shall be treated as a single member, and (c) the Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share, and the Directors

shall refuse to register any transfer of shares the effect of registering which would be to cause the contravention of the foregoing stipulation of this Article.

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them 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.

4. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. The accidental omission to give notice of any General Meeting to any person entitled thereto shall not invalidate the proceedings at such General Meeting. Clause 46 of Table "A" shall apply with the modification that the words "as may be determined by the Directors" shall be substituted for the portion of the said clause from "as may be prescribed" to the end of the clause. A General Meeting may, with the consent in writing of all the members for the time being, be convened on shorter notice than seven days or without written notice, and notice of special business may, with such consent as aforesaid, be dispensed with, and clause 49 of Table "A" shall in its application to the Company be modified accordingly.

6. The persons who are from time to time Life Directors of Willis, Faber & Dumas, Limited, shall whilst holding that office be Directors of the Company, and they may from time to time and at any time appoint any other persons to be Directors of the Company and determine the period for which any such Directors shall hold office, and define, limit and restrict their powers and determine their remuneration and duties, and at pleasure remove from office any Director so appointed.

7. A Director may be appointed to and hold any other office under the Company, and may enter into and be interested and participate in any contract or dealing with the Company or any operation or business undertaken by it or in which it is interested or participates, and shall not be liable to account for any profit he may make thereby or be prevented from voting upon any matter by reason of his interest therein.

8. (i) The Company in General Meeting may at any time and as often as they shall think fit pass a Resolution declaring that any undivided profits of the Company including profits arising from any appreciation in value of capital assets and any premium received on the issue of any shares in the Company and including any amounts standing to the credit of any reserve fund or funds shall be capitalised in manner specified by this Article.

(ii) Upon a date to be fixed by such Resolution the amount so to be capitalised (hereinafter referred to as "the capitalised profits") shall be credited as capital to the then existing members of the Company (hereinafter referred to as "the participating members") in the proportions in which they would have been entitled to participate therein if the same had then been distributed as dividend and shall be treated either as a payment on any partly paid-up shares of the Company held by the participating members respectively or as a payment on any shares of the Company then unissued as may be directed by such Resolution to the intent that such shares of the Company shall be paid up by means and to the extent of the moneys so capitalised and any such shares then unissued so credited as paid up to the extent aforesaid shall be distributed by the Directors amongst the participating members and their respective nominees in the proportions aforesaid and shall be accepted by the participating members or their respective nominees accordingly. Provided that no such Resolution providing for an issue of shares credited as partly paid only shall be effective unless before the date fixed as aforesaid every participating member shall either agree to accept his due proportion of such partly paid shares or shall nominate some person approved by the Directors to accept an allotment thereof and such nominee shall agree to accept such allotment.

(iii) If any distribution pursuant to the last preceding sub-clause hereof would result in any members being entitled to fractions of any share or shares the Directors may sell the share or shares representing such fractions and divide the proceeds between the members becoming entitled to the fractions in accordance with their rights.

(iv) Where requisite a proper contract shall be filed in accordance with the Statutes, and the Directors may appoint any person to sign such contract on behalf of the participating members and such appointment shall be effective.

*80*  
130/11  
The Companies Act 1929.



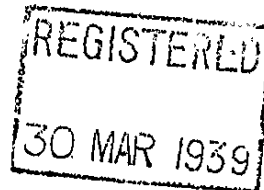
COMPANY LIMITED BY SHARES.

**Special Resolution**

OF

**THE BRITISH AND IRISH INSURANCE CO. LIMITED.**

Passed 24th March 1939.



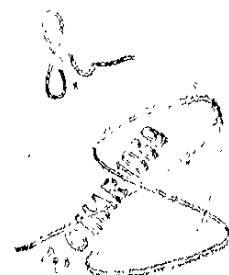
AT an EXTRAORDINARY GENERAL MEETING of THE BRITISH AND IRISH INSURANCE CO. LIMITED, duly convened, and held at 54 Leadenhall Street, London, E.C.3, on the 24th day of March 1939, the subjoined Resolution was duly passed as a Special Resolution.—

“That the name of the Company be changed to LOMBARD INSURANCE COMPANY LIMITED.”

*Frank P. Aisley*  
Secretary.

S.L.S.E.—CL12638B-2616

*Filed by Pritchard for Parkinson & Holland  
23 & 4, Pall Mall Avenue  
London E.C.3.*



B

[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade  
4, Central Buildings, Matthew Parker Street,  
London, S.W.1. (Telegraphic Address :  
"Companies, Parl, London." Telephone  
Number: Whitehall 5140), and that the  
following number may be quoted :—COS.2074/39.

130 33  
78  
BOARD OF TRADE



12th April, 1939.

The British and Irish Insurance Co., Limited.

Gentlemen,

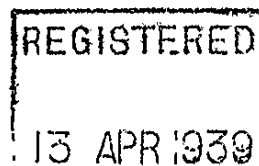
With reference to your application of the 1st April,

I am directed by the Board of Trade to inform you that they approve of  
the name of the above-named company being changed to

Lombard Insurance Company Limited. ✓

This communication should be tendered to the Registrar of  
Companies, Bush House, Aldwych, W.C.2.

as his authority for entering the new name on the Register, and for issuing  
his certificate under Section 19 (4) of the Companies Act, 1929. A Postal  
Order for 5/- made payable to the Commissioners of Inland Revenue,  
must at the same time be forwarded to the Registrar in payment of the  
registration fee.



I am, Gentlemen,

Your obedient Servant,

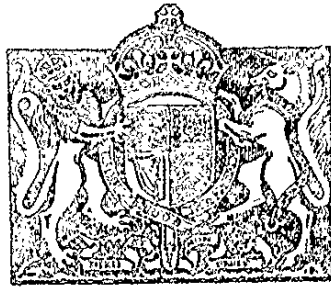
Messrs. Pritchard Sons, Partington  
and Holland,  
2, 3, & 4, Billiter Avenue,  
E.C.3.

*W. S. Rainbow*

*Filed by*



No. 13855



## Certificate of Change of Name.

I hereby Certify That

THE BRITISH AND IRISH INSURANCE CO., LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

LOMBARD INSURANCE COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **thirteenth** day of **April**  
One Thousand Nine Hundred and **thirty-nine**.

Registrar of Companies.

Certificate received by

*Richard James & Co. of London*  
*211 Billiter Avenue E.C.3*

Date

*17. April 1939*

*The Companies Act 1929.*



COMPANY LIMITED BY SHARES.

**Special Resolution**



OF

**LOMBARD INSURANCE COMPANY  
LIMITED.**

*Passed 5th June 1939.*

AT an EXTRAORDINARY GENERAL MEETING of LOMBARD INSURANCE  
COMPANY LIMITED, duly convened, and held at 54 Leadenhall  
Street, London, E.C.3, on the 5th day of June 1939, the subjoined  
Resolution was duly passed as a Special Resolution :—

“That the name of the Company be changed to  
LOMBARD MARINE & GENERAL INSURANCE COMPANY  
LIMITED.”

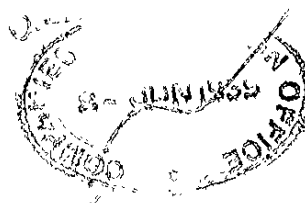
*Frank L. Rieley*

Secretary.

*Filed by*

PRITCHARD SONS, PARTINGTON & HOLLAND,  
2, 3 & 4, BILLITON AVENUE, E.C.3.

S.L.S.S.—CS15101b-5290



B / 6  
[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, 4, Central Buildings, Matthew Parker Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London." Telephone Number: Whitehall 5140), and that the following number may be quoted:— Cos. 8323/39.

N: 1392  
BOARD OF TRADE



14th June, 1939.

Lombard Insurance Company Limited.

Gentlemen,

With reference to your application of the 8th June,

I am directed by the Board of Trade to inform you that they approve of the name of the above-named company being changed to

Lombard Marine & General Insurance Company Limited.

This communication should be tendered to the Registrar of Companies, Bush House, Aldwych, W.C.2.

as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929. A Postal Order for 5/- made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the registration fee.

*Recd.*



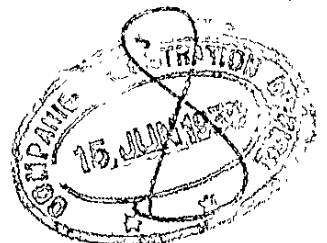
I am, Gentlemen,

Your obedient Servant,

Messrs. Pritchard Sons,  
Partington and Holland,  
2, 3, and 4, Billiter Avenue,  
E.C.3.

*John G. Pritchard*

*Filed by Pritchard for Partington & Holland  
2/4 Billiter Avenue  
London E.C.3.*



271

Duplicate for the File.

No. 13355



## Certificate of Change of Name.

I hereby Certify That

LOMBARD INSURANCE COMPANY LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

LOMBARD MARINE & GENERAL INSURANCE COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifteenth day of June  
One Thousand Nine Hundred and thirty-nine

*J. W. Baustred.*

*Assistant Registrar of Companies.*

Certificate received by

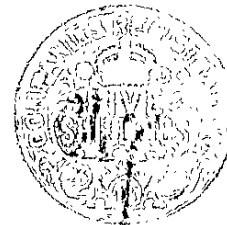
*E. J. Fawcough*

*J. Pritchard Jones & Co.*

Date

*19th June 1939*

92  
LOMBARD MARINE & GENERAL INSURANCE  
COMPANY LIMITED  
-----

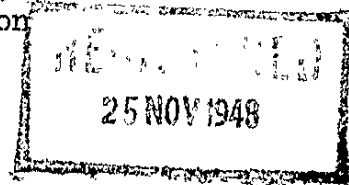


: an Extraordinary General Meeting duly convened and held  
: 54 Leadenhall Street, London, E.C.3. on the 18th day  
: November, 1948, the subjoined Resolution Number 1 was  
ly passed as a Special Resolution, and the subjoined  
olutions 2 and 3 were duly passed as Ordinary Resolutions :

1. SPECIAL RESOLUTION

That Article 41 of Table "A" of the Companies  
(Consolidation) Act, 1908 shall henceforth cease  
to apply to the Company and in lieu thereof the  
following new Article shall be incorporated as  
part of the Articles of Association of the  
Company:-

"3(a). The Company may from time to time by  
Ordinary Resolution increase the share  
capital by such sum to be divided into  
shares of such amount as the Resolution  
shall prescribe."



2. ORDINARY RESOLUTION

That the capital of the Company be increased to  
£50,000 by the creation of a further 5,000 shares  
of £5 each, ranking in all respects pari passu  
with, and carrying the same rights in all respects  
as, the existing shares of the Company.

3. ORDINARY RESOLUTION

That the sum of £25,000 constituting the Reserve  
Fund of the Company be capitalised and set free for  
distribution among the members free of income tax  
upon the terms that the same be not paid in cash  
but be applied in paying up in full 5,000 shares of  
£5 each in the capital of the Company and that the  
Directors be directed to distribute the said shares  
credited as fully paid up among the persons who are  
registered as the holders of the shares of the  
Company on the 18th day of November, 1948, at the  
rate of one new fully paid share for every one share  
of the Company held by such holders respectively  
such new shares to rank for dividend as from the  
31st day of December 1948 and in other respects pari  
passu with the existing issued ordinary shares of  
the Company.

A. B. WILSON

SECRETARY.

I hereby certify that the above is a  
true and correct copy of the above  
resolutions as recorded in the Company's Minute Book.

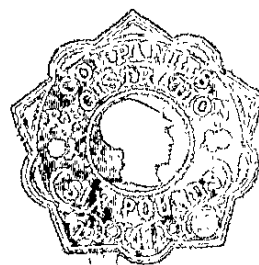
No. of Company

13.855

93

# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital. Pursuant to Section 63.



no

any

*Lombard Marine & General*

*Insurance Company Limited.*

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

25 NOV 1948

A Statement of the increase of the Nominal Capital must be filed pursuant to Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
London Wall, London, E.C.2, Parliament Street, London, S.W.1;  
77, Colmore Row, Birmingham, 3;  
12 & 14, Brown Street, Manchester, 2.

Presented by

*E. B. Wilson*

*Lombard M. & General*

*54 Leadenhall St*

*E.C.3*

TO THE REGISTRAR OF COMPANIES.

Lombard Marine & General Insurance  
Company Limited, hereby give you notice, pursuant to

section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the 18th day of

November, 1948, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 25.000

beyond the Registered Capital of £ 25.000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
<u>5.000</u>	<u>Ordinary</u>	<u>£5</u>

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

*One new share (fully paid) for every one share held, new shares to rank for dividend as from 31 Dec 1948 & in other respects ranking par passu with the existing issued ordinary shares.*

Signature [Signature]

(State whether Director or Manager or Secretary.) Secretary

Dated the 22nd day of November 1948.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

*Lombard Marine and General**Insurance*

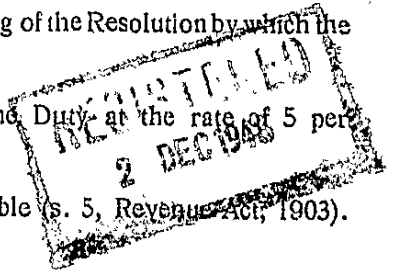
COMPANY, LIMITED.



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).



NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

*C. B. Wilson**Lombard M. & G. Insurance Co. Ltd.**54 Leadenhall**F.C.S.*



The NOMINAL CAPITAL of Lombard Marine and

General Insurance

.....Company, Limited,

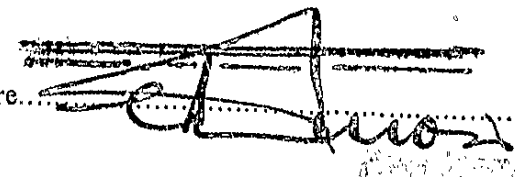
has by a Resolution of the Company dated 18th November 1928

been increased by the addition thereto of the sum of £ 25,000 ....., divided into

5,000 ..... shares of £ 5 ..... each, beyond the Registered Capital of

£25,000 divided into 5000 shares of £5 each

Signature.....



Description .....

Date 25th November 1928

This statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for Binding, and must not be written across.

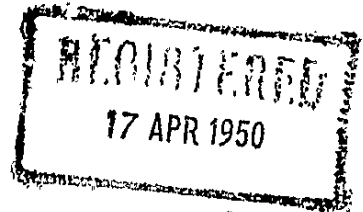


COMPANY LIMITED BY SHARES.

## Special Resolutions

OF

### Lombard Marine & General Insurance Company Limited



AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 54 Leadenhall Street, London, E.C.3, on the 27th March, 1950, the following Resolutions were duly passed as **Special Resolutions** :—

“ 1.—That the capital of the Company be increased from £50,000 to £100,000 by the creation of a further 10,000 shares of £5 each.

“ 2.—That the sum of £10,000 being part of the undivided profits of the Company and the sum of £40,000 being the General Reserve of the Company be capitalised and appropriated as capital to and amongst the members in proportion to the number of shares held by them by applying the said sum in paying up in full 10,000 shares of £5 each on behalf of such members and appropriating the said 10,000 shares credited as fully paid up amongst such members in the proportion aforesaid that is to say in the proportion of one such share in respect of every one share held by them on the third day of March 1950 and so that the said 10,000 shares shall rank fully for dividend and in all other respects *pari passu* with the existing issued shares except that they shall not participate in any dividend declared or to be declared in respect of the year ended 31st December 1949.

“ 3.—That the Memorandum of Association of the Company be altered by deleting in paragraph 3 thereof in lines 3, 4, 5 and 6 the words ‘not being insurance business of any class specified in Section 1 of the Assurance Companies Act, 1909, as extended by the Industrial Assurance Act, 1923’ and substituting therefor the following words :—‘and in particular :

“ (i) Insurances against every description of marine risks and aerial navigation risks which may legally be undertaken, relating to the perils of the sea and air, fire, war, reprisals, and all other risks of a like nature incidental

to navigation (marine or aerial), ships, aeroplanes, vessels, and craft of all descriptions, and also the freights, goods, merchandise, cargo, earnings and property whatsoever, in or on board of the same, whether the property of members of the Company or otherwise, howsoever, so far as the same may be effected or made according to law.

- “ (ii) Insurances against or upon the contingency of injury, damage, or loss to persons by accident or misadventure of any kind.
- “ (iii) Insurances to protect employers and principals against liability on account of injury, loss, or damage, either sustained or caused by workmen, servants, employees, or agents in their employment or acting on their behalf.
- “ (iv) Insurances to protect and indemnify principals or employers against loss or damage by the fraud, breach of trust or misconduct of their servants, agents, or others acting on their behalf, and to guarantee and provide security for the fidelity and good conduct of persons filling or about to fill offices or appointments and situations of trust or confidence, and also to protect and relieve private sureties against loss arising to them from their liability as cautioners or guarantors for others.
- “ (v) Insurances against claims upon the assured for injuries to the persons and property of third parties caused by the assured or his property, or by others for whom he is responsible.
- “ (vi) Insurances against loss of property by burglary or theft by housebreaking or larceny, and against loss, injury, or damage to property by or resulting from fire or lightning, or against loss, injury, or damage to the property or effects (carried on board ship) of mariners and marine passengers.
- “ (vii) Assurances on lives, payable on death or on the attainment of a certain age, or on any other contingency connected with the duration of life.
- “ (viii) Insurances against loss or damage from breakage of plate-glass or any other description of glass, whether in windows, fittings, mirrors, or in whatever way used.
- “ (ix) Insurances against loss of moneys, principal and interest, lent, invested, or secured on mortgages, debentures, deposits, and loans of every kind to banking, property, investment or financial companies at home or abroad.
- “ (x) Insurances against all manner of accidents, liability, and guarantee, and every other description of insurance business kindred to the above.
- “ (xi) To re-insure or counter-insure any of the risks undertaken by the company.”

*Raymond Ruma*

Chairman.

1948.

**THE COMPANIES ACT, 1929.****NOTICE OF INCREASE IN NOMINAL CAPITAL.**Pursuant to Section <sup>63</sup>~~52~~.Name  
of  
Company

*Lombard Marine and General*  
*Insurance Company* Limited.

REGISTERED

17 APR 1950

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

*Warren Murlon Esq.**145 Bloomsbury Square**London W.C.1.*

PUBLISHED AND SOLD BY

**WITHERBY & CO. LTD.**

Law and Companies' Printers and Stationers

15, NICHOLAS LANE, LONDON, E.C.4

TELEPHONE: MANSION HOUSE 7373 (3 Lines)

Watford Factory:  
CARLY PLACE, HIGH STREETOffices and Printing Works  
326, HIGH HOLBORN, W.C.1  
H. H. G. 0094 (4 Lines)

TO THE REGISTRAR OF COMPANIES.

*Lombard Marine and General  
Insurance Company Limited*

63

1948

hereby gives you notice pursuant to Sect. 52 of the Companies Act, 1929, that by

(a) *Special* Resolution of the Company dated the *27th*

day of *March* 19*50*, the nominal Capital of the Company has

been increased by the addition thereto of the sum of £ *50.000* beyond

the registered Capital of £ *50.000*. The additional

Capital is divided as follows:—

Number of Shares.

*10,000*

Class of Share.

*Ordinary*

Nominal  
Amount of  
each Share.

*2/6*

The conditions (e.g., voting rights, dividends, etc.) subject to which the new Shares have been or are to be issued are as follows:—

*Pari passu in all respects with the existing  
issued shares except that they shall not  
participate in any dividend declared or to  
be declared in respect of the year ended  
31st December 1949.*

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature)

(State whether Director,  
or Manager, or Secretary, or

Margin reserved for Binding.

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

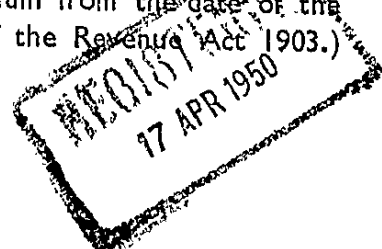
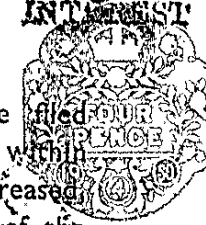
LOMBARD MARINE and GENERAL INSURANCE

COMPANY  
LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)



presented by

Warren Minton Esq.

48 Bloomsbury Square London W.C.1.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

LOMBARD MARINE and GENERAL INSURANCE

Company, Limited has by a Resolution  
of the Company dated 27<sup>th</sup> MARCH 1950

been increased by the addition thereto of the sum of  
£50,000, divided into 10,000

Shares of £5 each, beyond the registered

Capital of £50,000

\*Signature

Officer

Dated the 11<sup>th</sup> day of April 1950

\* This Statement should be signed by a Director or Secretary of the Company.

No. of Company 13855. /67



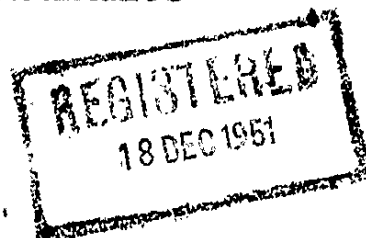
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

### Lombard Marine & General Insurance Company Limited

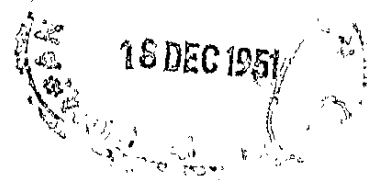


At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 54 Leadenhall Street, London, E.C.3, on the 6th day of December, 1951, the following Resolution was duly passed as a Special Resolution :

" That the capital of the Company be increased from  
" £100,000 to £250,000 by the creation of a further 30,000  
" shares of £5 each, and that such shares be offered  
" forthwith for cash at par to Willis Faber & Dumas  
" Limited "

Chairman.

(A57571)





Number of  
Company

13855 / 106

Form No. 10

# THE COMPANIES ACT 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Part the  
Name  
of the  
Company

LOMBARD MARINE & GENERAL INSURANCE COMPANY

LIMITED

18 DEC 1951

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Warren Murton & Co.

45 Bloomsbury Square, W.C.1.

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies Form 6A

C1486

[OVER

To THE REGISTRAR OF COMPANIES.

LOMBARD MARINE & GENERAL INSURANCE COMPANY

Limited, hereby gives you notice, pursuant to

\*"Ordinary," "Extraordinary," or "Special," Section 63 of the Companies Act 1948, that by a \* Special Resolution of the Company dated the 6th day of December, 1951

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 150,000

beyond the Registered Capital of £ 100,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
30,000	Ordinary	£5

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new shares have been, or are to be, issued are as follows:—

Pari passu with the existing Ordinary Shares

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Dated the Seventeenth day of December, 19. 51

This margin is reserved for binding

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

LOMBARD MARINE & GENERAL INSURANCE COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

18 DEC 1951

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 14 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

entered by

Warren Murton & Co.

45 Bloomsbury Square, London, W.C.1.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

LOMBARD MARINE & GENERAL INSURANCE COMPANY Limited

*has by a Resolution of the Company dated*

*6th December, 1951 been increased by*

*the addition thereto of the sum of £ £150,000,*

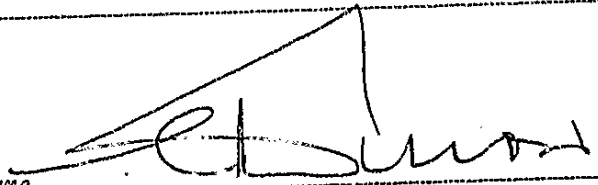
*divided into :—*

*30,000 Shares of £5 each*

*Shares of                      each*

*beyond the registered Capital of £100,000*

Signature



(State whether Director or Secretary)

*Secretary*

Dated the *Seventeenth* day of *December* 195 *1*

Note.—This margin is reserved for binding and must not be written across

No. of Company 13855. /114

*The Companies Act 1948.*

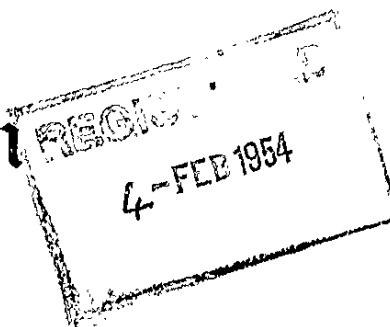
COMPANY LIMITED BY SHARES.



# Special Resolution

OF

## LOMBARD MARINE & GENERAL INSURANCE COMPANY LIMITED.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 54, Leadenhall Street, London, E.C.3, on the 3rd day of February, 1954, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

“That the name of the Company be changed to SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED.”

RAYMOND DUMAS

*Raymond Dumas*  
Chairman.

4 FEB 1954

Company Number 13855.....



**B**

Reference: C.R. 98/2361/53

BOARD OF TRADE,

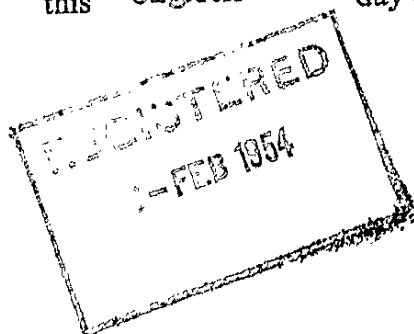
COMPANIES ACT, 1948

LOMBARD MARINE & GENERAL INSURANCE COMPANY..... Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Signed on behalf of the Board of Trade

this eighth day of February 1954.

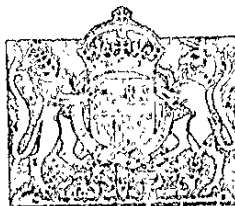


Authorised in that behalf by the  
President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FILE

No. 13855/115



## Change of Name

**Certificate** pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

**LOMBARD MARINE & GENERAL INSURANCE COMPANY LIMITED**

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

**SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **Eighth** day of **February**. One thousand nine hundred and fifty **four**.

Registrar of Companies.

Certificate received by

*Forster*

194531

Date

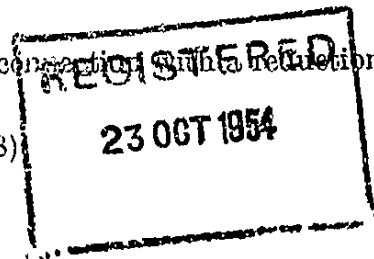
8 FEB 1954

# THE COMPANIES ACT 1948



A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION  
STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-  
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,  
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference  
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction  
of share capital under Section 66 of the Companies Act, 1948)



Pursuant to Section 62.

Part the  
name of  
the  
company { SOVEREIGN MARINE & GENERAL INSURANCE COMPANY  
LIMITED

represented by

MILLET & CO

35, LONDON WALL, LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham; 10 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Glasgow, G.2.  
PRINTERS AND PUBLISHERS OF C  
BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that by a Special Resolution passed the 18th day of October, 1954 the 50,000 shares of £5 in the capital of the Company were subdivided in such manner that each of such shares should constitute 5 shares of £1 each.

(Signature)

(State whether Director or Secretary)

Dated the

eighteenth

day of

October

1954

NOTE.—This margin is reserved for binding, and must not be written across.

THE COMPANIES ACT, 1948.

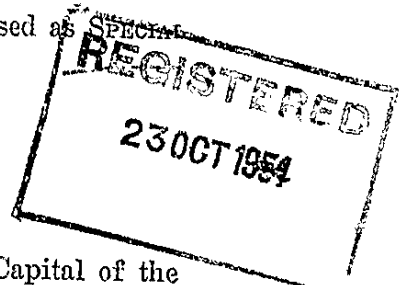


# SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED.

## Special Resolutions

Passed 18th October, 1954. ✓

At an EXTRAORDINARY GENERAL MEETING of Sovereign Marine & General Insurance Company Limited, duly convened and held at 54, Leadenhall Street, London, E.C.3, on Monday, the 18th day of October, 1954, the subjoined Resolutions were duly passed as SPECIAL RESOLUTIONS :—



### SPECIAL RESOLUTIONS.

1. That the 50,000 shares of £5 each of the Capital of the Company be and they are hereby sub-divided in such manner that each of such shares shall constitute 5 shares of £1 each.
2. That the Capital of the Company be increased from £250,000 divided into 250,000 shares of £1 each to £500,000 by the creation of a further 250,000 shares of £1 each ranking in all respects *pari passu* with and carrying the same rights in all respects as the existing shares of the Company.
3. That the Articles of Association contained in the printed document which has been produced to the meeting, and for the purpose of identification, subscribed by the Chairman of the meeting be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles hereof.

*F. J. Jones - Hylte*  
Chairman.  
23 OCT 1954

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(NEW)

## Articles of Association

OF

### SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED.

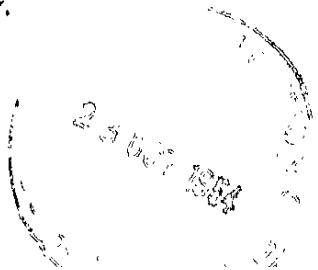
*(As adopted by Special Resolution, passed 18th October, 1954.)*

#### PRELIMINARY.

1.—(1) The regulations contained in Table A in the First Schedule to the Companies Acts, 1862 and 1929, and in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company.

(2) Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as Table A) shall apply to the Company, and Regulation 1 of Part I of Table A shall apply to the construction of these Articles and in case of any variation or inconsistency between Table A and these Articles, these Articles shall prevail.

(3) Definitions. The expression "Life Director" shall mean a person described as such in Article 11 (1) hereof or a person appointed to hold that office pursuant to Article 12 (1) hereof. The expression "Ordinary Director" shall mean any Director of the Company who is not a Life Director. The expression "Director" where used herein and in Table A shall mean a Life Director or an Ordinary Director as the case may be. The expression "the Life Directors" shall mean the Life Directors for the time being of the Company.



2.—Regulations 24, 40-43 inclusive, 53, 62, 75-77 inclusive, 87-95 inclusive, 97, 106 and 113 of Part I of Table A shall not apply to the Company.

#### CAPITAL AND SHARES.

3.—The capital of the Company at the date of the adoption of these Articles, is £500,000 divided into 500,000 Shares of £1 each.

4.—No shares (whether forming part of the capital of the Company at the date of the adoption of these Articles or created on any increase of capital) shall be allotted, issued or otherwise disposed of or placed under option except with the previous consent in writing of the holders of the majority of the issued shares of the Company.

#### LIEN ON SHARES.

5.—Regulation 11 of Part I of Table A shall be modified by omitting therefrom the words “ (not being a fully paid share) ” and the words “ (other than fully paid shares) ”.

#### TRANSFER OF SHARES.

6.—In the case of any member of the Company holding less than 1 per cent. of the issued shares of the Company, the Company may at any time by Ordinary Resolution resolve that he transfer his shares, or failing such resolution, the holders for the time being of the majority of the issued shares of the Company may by notice in writing so direct. In either case notice of such resolution or direction shall forthwith be given to the member affected thereby. Such member shall thereupon transfer the shares to such person as the resolution shall specify or notice in writing direct, as the case may be, at a price equal to the amount paid up or credited as paid up on such shares. In the event of any such holder failing to carry out the sale of any share which he shall have been directed to transfer as aforesaid within ten days of the service upon him of such notice as aforesaid, the Company shall be authorised to receive the consideration therefor together with the appropriate transfer fee and any stamp duty and other expenses involved therein, and give a good receipt therefor, and shall thereupon by resolution of the Board appoint some person to execute a transfer of the share on behalf of the transferor and shall register the purchaser as the holder of such share and issue to him a certificate for the same, and thereupon the purchaser shall become indefeasibly entitled thereto and his title shall not be effected by any irregularity or invalidity in the proceedings. The transferor shall in any case be bound to deliver up his certificate for the said share within ten days of the service upon him of such notice as aforesaid, and on such delivery and delivery of a duly executed transfer or the execution by some person appointed as

aforesaid of a transfer as the case may be shall be entitled to receive the consideration for the said share provided always that if the Company had prior to the transfer of the said share a lien thereon the consideration therefor shall be applied in like manner as specified in Regulation 14 of Table A.

#### PROCEEDINGS AT GENERAL MEETINGS.

7.—The words “the election of directors in the place of those retiring” shall be deleted from Regulation 52 of Part I of Table A.

8.—A poll may be demanded by any member present in person or by proxy, and Regulation 58 of Part I of Table A shall be modified accordingly.

#### VOTES OF MEMBERS.

9.—Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

10.—Regulation 69 of Part I of Table A shall be modified by omitting therefrom the words and figures “not less than 48 hours” and the words and figures “not less than 24 hours”.

#### DIRECTORS.

11.—(1) Unless and until otherwise determined pursuant to the provisions of Article 12 (1) hereof, the number of Directors shall not be less than two nor more than twenty-five. The Directors at the date of the adoption of these Articles are :—

##### Life Directors

Henry Raymond McLeod Dumas,  
Felix Douglas-Whyte,  
Claude Langrish Faber,  
Elwyn Villiers Rhys,  
David Willis,  
Robert Lionel Broad,  
Ralph Batchelar Denby,  
Horace Derek Ripley,  
Henry Dumas,  
Julian Tufnell Faber.

(2) Each Director shall be entitled to hold office until he ceases to be a Director pursuant to the provisions of Articles 12 or 15 hereof.

(3) A Director shall not require any share qualification and there shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Act shall not apply to the Company.

12.—(1) The holder or holders for the time being of a majority of the issued shares of the Company shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely :—

- (A) By notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Life Director or Life Directors or an Ordinary Director or Ordinary Directors of the Company, whether to fill any vacancy on or by way of addition to the Board.
- (B) By notice in writing to the Company to remove any Director (whether Ordinary or Life) or Managing Director from office.
- (C) By notice in writing to the members to convene a General Meeting of the Company.

(2) Any holder authorised under Paragraph (1) of this Article to give or join in giving a notice may sign such notice either personally or by attorney or other agent duly authorised in writing in that behalf or being a company holder or holders under the hand of some person duly authorised by the Board of Directors of such company or companies and such notice may consist of several documents each signed by one or more holder or holders.

(3) The Life Directors may from time to time and at any time appoint any other person or persons to be an Ordinary Director or Ordinary Directors of the Company. The Life Directors may define, limit and restrict the powers, and may fix and determine the remuneration and duties of the Ordinary Directors howsoever appointed and may at any time and from time to time revoke, withdraw, alter or vary all or any of such powers, remuneration and duties and may remove any Ordinary Director howsoever appointed. Every such appointment or removal must be in writing.

(4) The Directors shall cause minutes to be made in books provided for the purpose of all appointments and removals made under the provisions of this Article.

13.—(1) The remuneration of the Life Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting, or, failing such resolution, such sums as shall be awarded them with the consent in writing of the holders of the majority of the issued shares for the time being of the Company, and such remuneration shall be divided amongst the Life Directors in such proportions and manner as such resolution or award shall direct, or, failing such direction, as the Life Directors shall determine, and, in default of determination,

equally. Unless the holders for the time being of the majority of the issued shares of the Company shall otherwise direct any Life Director holding office for part of a year shall be entitled to a proportionate part of his remuneration.

(2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

14.—The Life Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

15.—The office of a Director shall, *ipso facto*, be vacated :—

- (1) If he becomes bankrupt, or makes any arrangement or composition with his creditors generally.
- (2) If he is found lunatic or becomes of unsound mind.
- (3) If being a Life or Ordinary Director he is removed under the provisions of Regulation 96 of Part I of Table A or of Article 12 hereof, or if, being an Ordinary Director he is removed by the Life Directors under the provisions of Article 12 (3) hereof.
- (4) If he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (5) If he is prohibited from being a Director by reason of any Order made under Section 188 of the Act.
- (6) If by notice in writing to the Company he resigns his office.
- (7) If being a Life Director of Willis, Faber & Dumas, Ltd. at the time he became a Life Director of the Company he ceases to be a Life Director of that company.

16. - A resolution in writing signed or initialed by all the Life Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialed may consist of several documents each signed or initialed by one or more of the Life Directors.

17. - The Directors shall have power at the discretion of the majority of the Life Directors of the Company to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or dependants of any person, who has served the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18. - (1) A resolution in writing signed or initialed or approved by letter, telegram or cablegram by all the Life Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialed may consist of several documents each signed or initialed by one or more of the Life Directors.

(2) All the powers, authorities and discretions by the Articles of Association of the Company (including such regulations of Table A as apply to the Company) expressed to be vested in the Directors generally shall be vested in the Life Directors, and unless otherwise determined by the Life Directors all Ordinary Directors, if any for the time being of the Company shall be under the control of the Life Directors, and shall be bound to conform to their directions in regard to the Company's business, and shall not be entitled to refuse or to attend or vote at meetings of the Directors except when expressly requested so to do by the Life Directors nor to requisition a meeting of the Directors nor to convene any General Meeting of the Company. So much of Regulation 86 of Table A as requires a Director present at any meeting of Directors or Committee of Directors to sign his name in a book shall not apply.

(3) Every Director of the Company, whether a Life Director or Ordinary Director, shall devote so much of his time and attention to the business of the Company as the Life Directors shall determine.

(4) Where by the Articles any power or discretion is vested in the Life Directors such power or discretion shall be exercised by



16.—A Life Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he do so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration and sub-clauses (2) and (4) of Regulation 84 of Part I of Table A shall accordingly not apply to the Company.

17.—The Directors shall have power with the consent in writing of the holders of the majority of the issued shares of the Company to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or dependants of any person, who has served the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or indirectly as an officer or employee of any company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18.—(1) A resolution in writing signed or initialled or approved by letter, telegram or cablegram by all the Life Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialled may consist of several documents each signed or initialled by one or more of the Life Directors.

(2) All the powers, authorities and discretions by the Articles of Association of the Company (including such regulations of Table A as apply to the Company) expressed to be vested in the Directors generally shall be vested in the Life Directors, and unless otherwise determined by the Life Directors all Ordinary Directors (if any) for the time being of the Company shall be under the control of the Life Directors, and shall be bound to conform to their directions in regard to the Company's business, and shall not be entitled to notice of or to attend or vote at meetings of the Directors except when expressly requested so to do by the Life Directors nor to requisition a meeting of the Directors nor to convene any General Meeting of the Company. So much of Regulation 86 of Table A as requires a Director present at any meeting of Directors or Committee of Directors to sign his name in a book shall not apply.

(3) Every Director of the Company, whether a Life Director or Ordinary Director, shall devote so much of his time and attention to the business of the Company as the Life Directors shall determine.

(4) Where by these Articles any power or discretion is vested in the Life Directors such power or discretion shall in the absence of

any provision to the contrary be exercisable by a majority in number of the Life Directors.

(5) The Life Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Life Directors or of a committee of the Life Directors authorised by the Life Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Life Director and shall be countersigned by the Secretary or by a second Life Director or by some other person appointed by the Life Directors for the purpose.

#### BORROWING POWERS.

19.—The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

#### SECRETARY.

20.—If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an acting, assistant or deputy Secretary.

These are the Articles of Association referred to  
in the Special Resolution Number 3 passed on the  
18th October 1954.

*P. Douglas-Whyte*  
Chairman

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

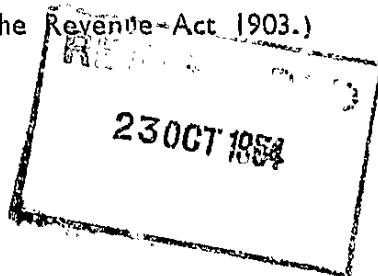
*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

MILLET & CO

25, LONDON WALL, LONDON, E.C.4.



The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

Limited

has by a Resolution of the Company dated

18th October 1954 been increased by

the addition thereto of the sum of £250,000,  
(250,000)

divided into :—

250,000 Shares of £1 each

Shares of \_\_\_\_\_ each

beyond the registered Capital of £250,000

Signature



(State whether Director or Secretary)

Secretary

Dated the

Eighteenth day of October

1954

Note.—This margin is reserved for binding and must not be written across

# THE COMPANIES ACT 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

the  
ne  
he  
any { SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

LIMITED REGISTERED  
4-NOV-1954

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

led by

MILLET & CO

85, LONDON WALL, LONDON, E.C.2.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES,

Sovereign Marine & General Insurance Company

Limited, hereby gives you notice, pursuant to

\*"Ordinary," "Extra-ordinary," or "Special". Section 63 of the Companies Act, 1948, that by a \* Special Resolution of the Company dated the 18th day of October 1954 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 250,000 ✓ beyond the Registered Capital of £ 250,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
250,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—  
The new shares rank in all respects pari passu with and carry the same rights in all respects as the existing shares of the Company.

\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Dated the

Eighteenth day of

October

1954

Note.—This margin is reserved for binding and must not be written across

13855 / 156

THE COMPANY'S FIRST ANNUAL GENERAL MEETING

### RESOLUTIONS

RESOLUTIONS PASSED AT THE FIRST ANNUAL GENERAL MEETING OF THE COMPANY

#### Ordinary Resolution

At an Extraordinary General Meeting of the Company duly convened and held at 54 Lombard Street, London, EC3N 3AX on Wednesday, 20 July 1972 at 10.00 a.m., the following resolutions were passed, namely:

- (a) That the share capital of the Company be increased by the creation of 500,000 new Ordinary Shares of £1 each,
- (b) That the sum of £250,000, being part of the amount outstanding to the credit of the General Reserve Account of the Company, be capitalised and accordingly that the Directors be and are hereby authorised and directed to appropriate the said sum to the members of the Company holding Ordinary Shares on 30 June 1972 in proportion to their existing holding of such shares in the Company, and to apply such sum on their behalf in paying up in full 250,000 Unissued Ordinary Shares, such shares to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion of one new Ordinary Share for each two Ordinary Shares held by them on the said day, subject always as the directors may decide in relation to fractions of shares.

*JS*

*Julian T. Fahn*

16

*6*



# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference.....

M.J.S. WETTON, ESQ.,

54, Leadenhall Street

LONDON EC3P 3AX

Form No. 10

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

To THE REGISTRAR OF COMPANIES,

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

Section 63 of the Companies Act, 1948, that by a \*..... Ordinary  
Resolution of the Company dated the..... 20th..... day of..... July..... 1967  
the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 500,000..... beyond the Registered Capital  
of £..... 500,000.....

The additional Capital is divided as follows :—

500,000	Ordinary Shares	£1
Number of Shares	Class of Share	Nominal amount of each Share

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows :—

to rank pari passu with the existing ordinary shares

Note.—This margin is reserved for binding and must not be written across

\*\*\* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature..... 

State whether Director  
or Secretary } Secretary

Dated the..... 27th..... day of..... July.....

Number of  
(Company) 13855

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filcer's Reference.....

M. J. S. WETTON, ESQ.,

54, Leadenhall Street

LONDON EC3P 3AX

Form No. 26a

The Solicitors' Law Stationery Society, Limited,  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY

*Limited*

*has by a Resolution of the Company dated*

*20 July*

*1967*

*been increased by*

*the addition thereto of the sum of £ 500,000,*

*divided into :—*

*500,000*

*Shares of*

*£1*

*each*

*Shares of*

*each*

*beyond the registered Capital of £500,000*

*Signature*



*(State whether Director or Secretary)*

*Secretary*

*Dated the 27th*

*day of*

*July*

*1967*

No. 13853 / 162

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

---

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

(Adopted by Special Resolution passed November 1973)

---

Incorporated the 8th day of March 1880.

MILLET & CO.  
85 London Wall,  
London, EC2

100 61

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

(Adopted by Special Resolution passed November 1973)

PRELIMINARY

1. (1) The regulations contained in Table A in the First Schedule to the Companies Acts 1862 and 1929 and in Table A in the First Schedule to the Companies (Consolidation) Act 1908, shall not apply to the Company.

(2) Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company, and regulation 1 of Part I of Table A shall apply to the construction of these Articles and in case of any variation or inconsistency between Table A and these Articles, these Articles shall prevail.

2. Regulations 22, 24, 40 to 43 inclusive, 53, 62, 75 to 77 inclusive, 87 to 95 inclusive, 97 to 99 inclusive, 106 and 113 of Part I of Table A shall not apply to the Company.

CAPITAL AND SHARES

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

4. No shares (whether forming part of the original capital of the Company or created on any increase of capital) shall be allotted, issued or otherwise disposed of or placed under option except with the previous consent in writing of the holders of the majority of the issued shares of the Company.

### LIEN ON SHARES.

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

### TRANSFER OF SHARES.

6. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof: Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

### PROCEEDINGS AT GENERAL MEETINGS.

7. The words "the election of directors in the place of" to retiring" shall be deleted from regulation 52 of Part I of Table A.

8. A poll may be demanded by any member present in person or by proxy, and regulation 58 of Part I of Table A shall be modified accordingly.

### VOTES OF MEMBERS.

9. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

10. Regulation 60 of Part I of Table A shall be modified by omitting therefrom the words and figures "not less than 48 hours" and the words and figures "not less than 24 hours".

### DIRECTORS.

11. (1) Unless and until otherwise determined pursuant to the provisions of Article 12 (1) hereof, the number of Directors shall not be less than two nor more than twelve.

(2) Each Director shall be entitled to hold office until he ceases to be a Director pursuant to the provisions of Article 12 or 15 hereof.

(3) A Director shall not require any share qualification and there shall not be any age limit for Directors, and subsections (1) to (6) of section 185 of the Act shall not apply to the Company.

12. (1) The holder or holders for the time being of a majority of the issued shares of the Company shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely :—

- (A) By notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Director or Directors of the Company, whether to fill any vacancy on or by way of addition to the Board.
- (B) By notice in writing to the Company to remove any Director or Managing Director from office.
- (C) By notice in writing to the Company to fix the quorum necessary for the transaction of the business of the Directors and of any committee of the Directors either generally and/or in any particular case.
- (D) By notice in writing to the members to convene a General Meeting of the Company.
- (E) By notice in writing to the Company to make any regulations in regard to the conduct of the business of the Company or of the Directors, including regulations with regard to the affixing of the seal of the Company to deeds, bonds and other contracts under seal and regulations declaring who shall be entitled to sign on behalf of the Company cheques, bills, notes, acceptances and indorsements, and for what purposes and in what cases, and in like manner to vary and annul any such regulations.

(2) Any holder authorised under paragraph (1) of this Article to give or join in giving a notice may sign such notice either personally or by an attorney or other agent duly authorised in writing in that behalf or being a company holder or holders under the hand of some person duly authorised by the board of directors of such company or companies and such notice may consist of several documents each signed by one of more holder or holders.

(3) The Directors shall cause minutes to be made in books provided for the purpose of all appointments and removals and regulations made under the provisions of this Article.

13. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting, or, failing such resolution, such sums as shall be awarded them with the consent in writing of the holders of the majority of the issued shares for the time being of the Company, and such remuneration shall be divided amongst the Directors in such proportions and



manner as such resolution or award shall direct, or, failing such direction, as the Directors shall determine, and, in default of determination, equally. Unless the holders for the time being of the majority of the issued shares of the Company shall otherwise direct any Director holding office for part of a year shall be entitled to a proportionate part of his remuneration.

(2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

14. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

15. The office of a Director shall, *ipso facto*, be vacated—

- (1) If he becomes bankrupt, or makes any arrangement or composition with his creditors generally.
- (2) If he is found lunatic or becomes of unsound mind.
- (3) If he is removed under the provisions of regulation 96 of Part I of Table A or of Article 12 hereof.
- (4) If he is prohibited from being a Director by reason of any order made under section 188 of the Act.
- (5) If by notice in writing to the Company he resigns his office.

16. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he do so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration and sub-clauses (2) and (4) of regulation 84 of Part I of Table A shall accordingly not apply to the Company.

17. The Directors shall have power with the consent in writing of the holders of a majority of the issued shares of the Company to grant pensions, annuities or other allowances, including allowances

on death, to any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18. (1) A resolution in writing signed or initialled or approved by letter, telegram or cablegram by all the Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialled may consist of several documents each signed or initialled by one or more of the Directors.

(2) Subject always to any contrary determination under Article 12 (1) hereof the quorum necessary for the transaction of the business of the Directors shall be two.

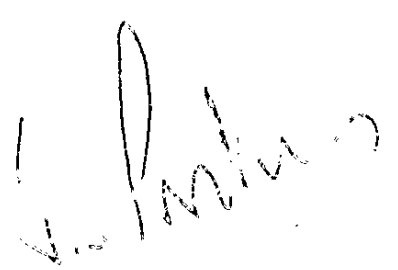
(3) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### BORROWING POWERS.

19. The proviso to regulation 79 of Part I of Table A shall not apply to the Company.

#### SECRETARY.

20. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an acting, assistant or deputy Secretary.



COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL  
INSURANCE COMPANY LIMITED

(Adopted by Special Resolution  
passed November 1973)

Incorporated the 8th day  
of March 1880.

MILLETT & CO  
85 London Wall  
London, EC2

*See form*

THE COMPANIES ACT 1948 - 1967

Company Limited by Shares

SPECIAL RESOLUTION

of

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed 7 November 1973

At an Extraordinary General Meeting of the Company duly convened, and held at 54 Leadenhall Street, London EC3P 3AX on Wednesday the seventh day of November 1973 at 11.00 a.m., the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

That the Articles of Association contained in the printed document laid before this meeting and signed for identification by the Chairman thereof be adopted as the Articles of Association of the Company in lieu and to the exclusion of all its existing Articles.

*[Signature]*  
CHAIRMAN



Company Number : 15855

166  
COMPANIES ACTS 1948 - 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 54 Leadenhall Street, London E.C.3. on 7th November 1973 at twelve noon the following resolution was duly passed as a SPECIAL RESOLUTION : -

"RESOLVED that the Articles of Association contained in the printed document laid before this meeting and signed for identification by the Chairman thereof be adopted as the Articles of Association of the Company in lieu and to the exclusion of all its existing Articles."

Certified to be a true copy of the Special Resolution.

✓ 18

*M. S. Weller*

.....  
SECRETARY

No. 13855

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

---

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

(Adopted by Special Resolution passed 7 November 1973)

---

Incorporated the 8th day of March 1880.

MILLETT & CO.  
85 London Wall,  
London, EC2

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

(Adopted by Special Resolution passed 7 November 1973)

PRELIMINARY

1. (1) The regulations contained in Table A in the First Schedule to the Companies Acts 1862 and 1929 and in Table A in the First Schedule to the Companies (Consolidation) Act 1908, shall not apply to the Company.

(2) Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company, and regulation 1 of Part I of Table A shall apply to the construction of these Articles and in case of any variation or inconsistency between Table A and these Articles, these Articles shall prevail.

2. Regulations 22, 24, 40 to 43 inclusive, 53, 62, 75 to 77 inclusive, 87 to 95 inclusive, 97 to 99 inclusive, 106 and 113 of Part I of Table A shall not apply to the Company.

CAPITAL AND SHARES

3. The capital of the Company is 21,000,000 at the date of adoption of these Articles, divided into 1,000,000 shares of £1 each.

4. No shares (whether forming part of the original capital of the Company or created on any increase of capital) shall be allotted, issued or otherwise disposed of or placed under option except with the previous consent in writing of the holders of the majority of the issued shares of the Company.

### LIEN ON SHARES.

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

### TRANSFER OF SHARES.

6. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof: Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

### PROCEEDINGS AT GENERAL MEETINGS.

7. The words "the election of directors in the place of those retiring" shall be deleted from regulation 52 of Part I of Table A.

8. A poll may be demanded by any member present in person or by proxy, and regulation 58 of Part I of Table A shall be modified accordingly.

### VOTES OF MEMBERS.

9. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

10. Regulation 69 of Part I of Table A shall be modified by omitting therefrom the words and figures "not less than 48 hours" and the words and figures "not less than 24 hours".

### DIRECTORS.

11. (1) Unless and until otherwise determined pursuant to the provisions of Article 12 (1) hereof, the number of Directors shall not be less than two nor more than twelve.

(2) Each Director shall be entitled to hold office until he ceases to be a Director pursuant to the provisions of Article 12 or 15 hereof.

(3) A Director shall not require any share qualification and there shall not be any age limit for Directors, and subsections (1) to (6) of section 185 of the Act shall not apply to the Company.



12. (1) The holder or holders for the time being of a majority of the issued shares of the Company shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely :—

- (A) By notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Director or Directors of the Company, whether to fill any vacancy on or by way of addition to the Board.
- (B) By notice in writing to the Company to remove any Director or Managing Director from office.
- (C) By notice in writing to the Company to fix the quorum necessary for the transaction of the business of the Directors and of any committee of the Directors either generally and/or in any particular case.
- (D) By notice in writing to the members to convene a General Meeting of the Company.
- (E) By notice in writing to the Company to make any regulations in regard to the conduct of the business of the Company or of the Directors, including regulations with regard to the affixing of the seal of the Company to deeds, bonds and other contracts under seal and regulations declaring who shall be entitled to sign on behalf of the Company cheques, bills, notes, acceptances and indorsements, and for what purposes and in what cases, and in like manner to vary and annul any such regulations.

(2) Any holder authorised under paragraph (1) of this Article to give or join in giving a notice may sign such notice either personally or by an attorney or other agent duly authorised in writing in that behalf or being a company holder or holders under the hand of some person duly authorised by the board of directors of such company or companies and such notice may consist of several documents each signed by one of more holder or holders.

(3) The Directors shall cause minutes to be made in books provided for the purpose of all appointments and removals and regulations made under the provisions of this Article.

13. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting, or, failing such resolution, such sums as shall be awarded them with the consent in writing of the holders of the majority of the issued shares for the time being of the Company, and such remuneration shall be divided amongst the Directors in such proportions and

manner as such resolution or award shall direct, or, failing such direction, as the Directors shall determine, and, in default of determination, equally. Unless the holders for the time being of the majority of the issued shares of the Company shall otherwise direct any Director holding office for part of a year shall be entitled to a proportionate part of his remuneration.

(2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

14. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

15. The office of a Director shall, *ipso facto*, be vacated—

- (1) If he becomes bankrupt, or makes any arrangement or composition with his creditors generally.
- (2) If he is found lunatic or becomes of unsound mind.
- (3) If he is removed under the provisions of regulation 96 of Part I of Table A or of Article 12 hereof.
- (4) If he is prohibited from being a Director by reason of any order made under section 188 of the Act.
- (5) If by notice in writing to the Company he resigns his office.

16. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he do so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration and sub-clauses (2) and (4) of regulation 84 of Part I of Table A shall accordingly not apply to the Company.

17. The Directors shall have power with the consent in writing of the holders of a majority of the issued shares of the Company to grant pensions, annuities or other allowances, including allowances

on death, to any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which this Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18. (1) A resolution in writing signed or initialled or approved by letter, telegram or cablegram by all the Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialled may consist of several documents each signed or initialled by one or more of the Directors.

(2) Subject always to any contrary determination under Article 12 (1) hereof the quorum necessary for the transaction of the business of the Directors shall be two.

(3) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### BORROWING POWERS.

19. The proviso to regulation 79 of Part I of Table A shall not apply to the Company.

#### SECRETARY.

20. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an acting, assistant or deputy Secretary.

COMPANY LIMITED BY SHARES

---

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL  
INSURANCE COMPANY LIMITED

(Adopted by Special Resolution  
passed November 1973)

---

Incorporated the 8th day  
of March 1880.

MILLETT & CO  
85 London Wall  
London, EC2

No. 13855

2

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

---

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

---

INCORPORATED THE 8TH DAY OF MARCH, 1880

3

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED.

(Printed incorporating amendments to the 5th day of November, 1975 made by Special Resolution confirmed 8th November, 1928, and an Order of the County Court of Gloucestershire, dated the 29th November, 1928, and Special Resolutions passed 24th March, 1939, 5th June, 1939, 27th March, 1950, 3rd February 1954, 8th October, 1954, 20th July, 1972 and 5th November, 1975)

1. The name of the Company is "SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are : -

(A) TO undertake, carry on and transact all classes of insurance and reinsurance business and all classes of assurance and reinsurance business and in particular and without prejudice to the generality of the foregoing : -

- (i) Marine, aviation and transport insurance business.
- (ii) Motor vehicle insurance business.
- (iii) Liability insurance business.
- (iv) Pecuniary loss insurance business.
- (v) Personal accident insurance business.
- (vi) Property insurance business.
- (vii) Industrial assurance business.
- (viii) Ordinary long-term insurance business,

and so that the said classes of business specified in our paragraphs (i) to (viii) herein shall bear the meanings respectively assigned thereto either directly or by reference in section 59 (1) of the Companies Act 1967.

4

- (b) To acquire or extinguish or otherwise deal with any insurance made with the Company.
- (c) To re-insure and counter-insure all or any risks, and to undertake all kinds of re-insurance and counter-insurance.
- (d) To effect as agents for others insurances of every kind and against every and any contingency.
- (e) To create or set aside out of the capital or revenue of the Company a special fund, or special funds, and to give any class of its policy holders, annuitants or creditors, any preferential right over any fund or funds so created, and for such or any other purposes of the Company to place any portion of the Company's property in the names or under the control of trustees, and to give any class of insurers a right to participate in the profits of the Company or any branch of its business.
- (f) To enter into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person or company carrying on or about to carry on any business or transaction which the Company is authorised to carry on.
- (g) To carry on business as bankers, financiers and merchants, and to undertake and carry on and execute all such financial, commercial, trading and other operations as may be thought fit.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges necessary or convenient for the purposes of the Company.
- (i) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue at par or at a premium or discount of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (J) To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the Company.
- (K) To acquire and 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 or which can be carried on in conjunction therewith, 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 amalgamate with 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.
- (L) To invest and deal with the moneys of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (M) To lend and advance money or give credit to such persons, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, but not to carry on the business of a registered moneylender.
- (N) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (O) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.



- (Q) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (R) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company whose undertaking or any part thereof the Company shall acquire, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or other company as aforesaid, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (S) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (T) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of the Company, or of undertaking any business or 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 as aforesaid.

## 5.

- (U) TO sell or dispose of the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (V) TO distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company, or of which the Company may have the power of disposing.
- (W) TO do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £25,000 divided into 5,000 shares of £5 each.

NOTES

- A.
1. By a Special Resolution passed the 18th day of November, 1948, the Capital of the Company was increased to £50,000 by the creation of a further 5,000 shares of £5 each.
  2. By a Special Resolution passed the 27th day of March, 1950, the Capital of the Company was increased to £100,000 by the creation of a further 10,000 shares of £5 each.
  3. By a Special Resolution passed the 6th day of December, 1951, the Capital of the Company was increased to £250,000 by the creation of a further 30,000 shares of £5 each.
  4. By Special Resolutions passed the 18th day of October, 1954, the 50,000 shares of £5 each in the Capital of the Company were sub-divided into 250,000 shares of £1 each and the Capital of the Company was increased to £500,000 by the creation of a further 250,000 shares of £1 each.
  5. By an Ordinary Resolution passed 20th day of July 1972 the capital was increased to £1,000,000 by the creation of a further 500,000 shares of £1 each. ✓
- B.
1. The Company was incorporated under the name "The British and Irish Plate Glass Insurance Company, Limited".
  2. By a Special Resolution passed the 8th day of November, 1928, the name of the Company was changed to "The British and Irish Insurance Co., Limited".
  3. By a Special Resolution passed the 24th day of March, 1939, the name of the Company was changed to "Lombard Insurance Company Limited".
  4. By a Special Resolution passed the 5th day of June, 1939, the name of the Company was changed to "Lombard Marine & General Insurance Company Limited".
  5. By a Special Resolution passed the 3rd day of February, 1954, the name of the Company was changed to "Sovereign Marine & General Insurance Company Limited".

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, 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.
1. HERBERT THOMAS, 2, Great George Street, Bristol, Soap Manufacturer ... ..	One Hundred and Twenty-five Shares.
2. GEORGE KING MORGAN, 5, Worcester Villas, Clifton, Bristol, Tobacco Manufacturer ... ..	One Hundred and Twenty-five Shares.
3. CHARLES THOMAS, Pitch and Pay, Stoke Bishop, Gloucestershire, Soap Manufacturer ... ..	One Hundred and Twenty-five Shares.
4. FRANCIS FREDERICK FOX, 72, Pembroke Road, Clifton, Bristol, Oil Merchant ... ..	One Hundred and Twenty-five Shares.
5. HENRY LORYMER RISELEY, 12, Cotham Park, Bristol, Insurance Agent ... ..	One Hundred and Twenty-five Shares.
6. JOHN WESLEY HALL, Callandar House, Clifton, Bristol, Glass Merchant ... ..	One Hundred and Twenty-five Shares.
7. CHARLES ROBERT HANCOCK, No. 11, Clyde Road, Redland, Bristol, Solicitor ... ..	One Hundred and Twenty-five Shares.
8. CHARLES EDWIN WARE, Sunnyside, Exeter, Devonshire, Civil Engineer ... ..	One Hundred and Twenty-five Shares.
Total Shares taken ... ..	1.000

Dated this 5th day of March, 1880.

Witness to the Signatures of Herbert Thomas, George King Morgan, Charles Thomas, Francis Frederick Fox, Henry Lorymer Riseley, John Wesley Hall, and Charles Robert Hancock:—

WILLIAM JOHN WHEELER,  
2, Argyle Street,  
Eastville,  
Bristol,  
*Accountant.*

Witness to the Signature of Charles Edwin Ware:—

T. W. HUSSEY,  
6, Linden Vale,  
Exeter,  
Devonshire,  
*Hotel Manager.*

(NEW)

ARTICLES OF ASSOCIATION

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

(As adopted by Special Resolution, passed 5th  
November, 1975)

PRELIMINARY

1. (1) The regulations contained in Table A in the First Schedule to the Companies Acts 1862 and 1929 and in Table A in the First Schedule to the Companies (Consolidation) Act 1908, shall not apply to the Company.

(2) Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company, and regulation 1 of Part I of Table A shall apply to the construction of these Articles and in case of any variation or inconsistency between Table A and these Articles, these Articles shall prevail.

2. Regulations 22, 24, 40 to 43 inclusive, 53, 62, 75 to 77 inclusive, 87 to 95 inclusive, 97, 99, 106 and 113 of Part I of Table A shall not apply to the Company.

CAPITAL AND SHARES

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

4. No shares (whether forming part of the original capital of the Company or created on any increase of capital) shall be allotted, issued or otherwise disposed of or placed under option except with the previous consent in writing of the holders of the majority of the issued shares of the Company.

LIEN ON SHARES

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

## TRANSFER OF SHARES

6. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof: Provided that in the case of a partly paid share the instrument of transfer must also be executed by or on behalf of the transferee.

## PROCEEDINGS AT GENERAL MEETINGS

7. The words "the election of directors in the place of those retiring" shall be deleted from regulation 52 of Part I of Table A.

8. A poll may be demanded by any member present in person or by proxy, and regulation 58 of Part I of Table A shall be modified accordingly.

## VOTES OF MEMBERS

9. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.

10. Regulation 69 of Part I of Table A shall be modified by omitting therefrom the words and figures "not less than 48 hours" and the words and figures "not less than 24 hours".

## DIRECTORS

11. (1) Unless and until otherwise determined pursuant to the provisions of Article 12 (1) hereof, the number of Directors shall not be less than two nor more than twelve. The first Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.

(2) Each Director shall be entitled to hold office until he ceases to be a Director pursuant to the provisions of Article 12 or 15 hereof.

(3) A Director shall not require any share qualification and there shall not be any age limit for Directors, and subsections (1) to (6) of section 185 of the Act shall not apply to the Company.

12. (1) The holder or holders for the time being of a majority of the issued shares of the Company shall have power at any time and from time to time as and when thought fit to do all or any of the following things, namely:---

- (A) By notice in writing to the Company to increase or reduce the number of Directors, and to appoint any person or persons to be a Director or Directors of the Company, whether to fill any vacancy on or by way of addition to the Board.
- (B) By notice in writing to the Company to remove any Director or Managing Director from office.
- (C) By notice in writing to the Company to fix the quorum necessary for the transaction of the business of the Directors either generally and/or in any particular case.
- (D) By notice in writing to the members to convene a General Meeting of the Company.

(2) Any holder authorised under paragraph (1) of this Article to give or join in giving a notice may sign such notice either personally or by attorney or other agent duly authorised in writing in that behalf or being a company holder or holders under the hand of some person duly authorised by the board of directors of such company or companies and such notice may consist of several documents each signed by one or more holder or holders.

(3) The Directors shall cause minutes to be made in books provided for the purpose of all appointments and removals made under the provisions of this Article.

13. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting, or, failing such resolution, such sums as shall be awarded them with the consent in writing of the holders of the majority of the issued shares for the time being of the Company, and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution or award shall direct, or, failing such direction, as the Directors shall determine, and, in default of determination, equally. Unless the holders for the time being of the majority of the issued shares of the Company shall otherwise direct any Director holding office for part of a year shall be entitled to a proportionate part of his remuneration.

(2) The Directors shall also, subject to the approval of the Board of Directors, be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings.

14. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra services to the Company, or to go to or reside in any place other than where he usually resides, in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

15. The office of a Director shall, *ipso facto*, be vacated:—

- (1) If he becomes bankrupt, or makes any arrangement or composition with his creditors generally.
- (2) If he is found lunatic or becomes of unsound mind.
- (3) If he is removed under the provisions of regulation 96 of Part I of Table A or of Article 12 hereof.
- (4) If he is prohibited from being a Director by reason of any order made under section 188 of the Act.
- (5) If by notice in writing to the Company he resigns his office.

16. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he do so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration and sub-clauses (2) and (4) of regulation 84 of Part I of Table A shall accordingly not apply to the Company.

17. The Directors shall have power with the consent in writing of the holders of the majority of the issued shares of the Company to grant pensions, annuities or other allowances, including allowances on death, to any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager, or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which this Company has at any time



1

during such service as aforesaid had a controlling interest notwithstanding that he may be or have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.

18. (1) A resolution in writing signed or initialled or approved by letter, telegram or cablegram by all the Directors of the Company shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and when signed or initialled may consist of several documents each signed or initialled by one or more of the Directors.

(2) Where by these Articles any power or discretion is vested in the Directors such power or discretion shall in the absence of any provision to the contrary be exercisable by a majority in number of the Directors.

(3) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

(4) Subject always to any contrary determination under Article 12 (1) hereof the quorum necessary for the transaction of the business of the Directors shall be three.

#### BORROWING POWERS

19. The proviso to regulation 79 of Part I of Table A shall not apply to the Company.

#### SECRETARY

20. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an acting, assistant or deputy Secretary.

No. 13855

THE COMPANIES ACTS

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

INCORPORATED THE 8TH DAY OF MARCH, 1880

13855/171



INSURANCE COMPANIES ACT 1974

the Registrar of Companies


notice in pursuance of section 40(5) of the Insurance Companies Act 1974

do hereby give notice that whereas the Secretary of State, in exercise of his powers under section 32 of the Insurance Companies Act 1974 ("the Act of 1974") imposed a requirement on Sovereign Marine & General Insurance Company Limited by a notice dated 24 July 1975 ("the Notice") and

whereas it now appears to the Secretary of State that it is no longer necessary for the requirement contained in the Notice to continue in force.

now therefore the Secretary of State, in exercise of his powers under section 40(1) of the Act of 1974, rescinds the said requirement.

given this *Eight* day of *December* 1975

  
For the Secretary of State for Trade

13855/175

## THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

to the Registrar of Companies

Name of Company Sovereign Marine &amp; General Insurance Company Limited\*

hereby gives you notice that by ordinary ~~extraordinary~~ ~~special~~ \*\* resolution of the company dated the  
.....30th June 1977....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 2,000,000..... beyond the registered capital of £ 1,000,000.....  
The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
2,000,000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares  
have been or are to be issued are as follows:- TO RANIL PARRI PASSU.  
(If any of the shares are preference shares state whether they are redeemable or not)

Signed ..... M. J. S. Wetton .....

State whether  
Director or Secretary ..... Secretary .....

Date ..... 12th August 1977 .....

\* Delete "Limited" if not applicable  
\*\* Delete as necessary

(see notes overleaf)

Presented by: M.J.S. Wetton

Presenter's reference: Stat/Sov

Form No. 10

THE COMPANIES ACT, 1948-67

COMPANY LIMITED BY SHARES

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

At a GENERAL MEETING of the Company duly convened and held at Ten Trinity Square, London EC3P 3AX, on Thursday 30th June 1977 at 11 a.m., the following was passed as an Ordinary Resolution, namely :

That the share capital of the Company be increased by  
the creation of 2,000,000 new Ordinary Shares of £1 each.

Certified a true Copy

*W. S. Wells*

Secretary



Company Number 13855

201  
The Companies Acts 1948 to 1981

Company Limited by Shares

ORDINARY RESOLUTIONS

OF

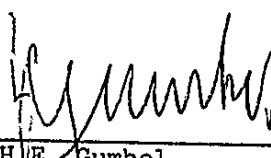
Sovereign Marine and General Insurance Company Limited

Passed the Sixteenth day of December 1981

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at Ten Trinity Square, London EC3P 3AX on Wednesday, the Sixteenth day of December 1981 the following resolutions were passed.

ORDINARY RESOLUTIONS

1. 'That the authorised Share Capital of the Company be increased from £3,000,000 to £5,000,000 by the creation of 2,000,000 additional Ordinary Shares of £1 each.'
2. 'That the Directors be and are hereby generally and unconditionally authorised for the purposes of S.14 of the Companies Act 1980 to allot and issue from time to time and on such terms and conditions as they shall determine up to 2,000,000 Ordinary Shares of £1 each during the period from the date of the passing of this Resolution up to and including 15th December, 1986.'

  
H.E. Gumbel  
Chairman

✓  
(22 Dec 1981)

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

202

13855

Name of Company

Sovereign Marine &amp; General Insurance Company

Limited\*

\*delete if  
inappropriate†delete as  
appropriate

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
~~[extraordinary]~~ resolution of the company dated 16th December, 1981.the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 2,000,000 beyond the registered capital of £ 3,000,000A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
2,000,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

To rank pari passu in all respects with the existing share capital.

Please tick here if  
continued overleaf
☐
†delete as  
appropriate

Signed

David H. H. H.

[Director]

[Secretary]

† Date

16th December 1981.

Presentor's name, address and  
reference (if any): DHS/RB/MP  
Willis Faber (Underwriting  
Management) Limited,  
Ten Trinity Square,  
London,  
EC3P 3AX.

For official use

General section

Post room

Company Number 13855

1207  
The Companies Acts 1948 to 1981

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Company Limited by Shares

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ORDINARY RESOLUTIONS

OF

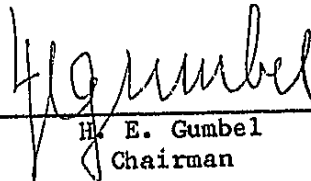
Sovereign Marine and General Insurance Company Limited

Passed the Seventh day of September, 1982

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at Ten Trinity Square, London EC3P 3AX on Tuesday, the Seventh day of September, 1982 the following resolutions were passed.

ORDINARY RESOLUTIONS

1. 'That the authorised Share Capital of the Company be increased from £5,000,000 to £6,000,000 by the creation of 1,000,000 additional Ordinary Shares of £1 each.'
2. 'That the Directors be and are hereby generally and unconditionally authorised for the purposes of S.14 of the Companies Act 1980 to allot and issue from time to time and on such terms and conditions as they shall determine up to 1,000,000 Ordinary Shares of £1 each during the period from the date of the passing of this Resolution up to and including 7th September, 1987.'

  
H. E. Gumbel  
Chairman





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Please do not  
write in this  
binding margin

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

208

13855

Name of Company

Sovereign Marine &amp; General Insurance Company

Limited\*

\*delete if  
inappropriate+delete as  
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 7th September, 1982

the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 1,000,000 beyond the registered capital of £ 5,000,000

## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
1,000,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

To rank pari passu in all respects with the existing share capital.

Please tick here if  
continued overleaf+delete as  
appropriate

Signed

[XXXXXX] [Secretary] Date 30th September, 1982

Presentor's name, address and  
reference (if any): DHS/CMB  
D. H. Smith,  
Willis Faber (Underwriting  
Management) Limited,  
Ten Trinity Square,  
London EC3P 3AX.

For official use  
General section

Post room



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Passed on 13th July 1983

At the Extraordinary General Meeting of Sovereign Marine & General Insurance Company Limited duly convened and held at Ten Trinity Square on Wednesday 13th July 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"That the Regulations contained in the document entitled 'New Articles of Association' submitted to the meeting, and signed by the Chairman of the Meeting for the purposes of identification, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles."

  
CHAIRMAN



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

(New Articles adopted pursuant to a Special Resolution  
passed on 13th July 1983)

PRELIMINARY


1. (1) The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended so as to affect companies first registered on the date of the adoption of these Articles of Association (hereinafter called "Table A") shall except as hereinafter provided apply to the Company provided that in case of inconsistency between Table A and these Articles these Articles shall prevail. References herein to Regulations are to regulations in Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.
- (2) Regulations 3, 24, 40-43 inclusive, 62, 69-71 inclusive, 73A, 75-77 inclusive, 84, 87-95 inclusive, 97, 99, 102, 106, 131 and 136 and the proviso to Regulation 79, shall not apply to the Company.
2. In these Articles and in Table A, so far as it applies to the Company, unless the context otherwise requires the following expressions shall have the meanings hereby assigned to them :-

"these presents":

these Articles of Association including such parts of Table A as apply to the Company under Article 1(1) hereof.

"Director":

a person holding office as a Director of the Company provided that no person shall be deemed to be a Director for any purpose by reason only of his holding the title "Assistant Director". "Directors" and "Board of Directors" shall be construed accordingly.



### SHARE CAPITAL AND DEBENTURES

3. The authorised share capital of the Company at the date of the adoption of these Articles is £6,000,000 divided into 6,000,000 Ordinary Shares of £1 each.
4. Subject to Section 14 of the Companies Act 1980 all unissued shares of the Company (whether or not forming part of the capital of the Company at the date of the adoption of these presents) shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.
5. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder.
6. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may purchase its own shares (including any redeemable shares). Any payment for the redemption or purchase of any shares may be made otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by the Companies Acts.
7. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
8. The Company shall not have power to issue share warrants to bearer.


### LIEN ON SHARES

9. Regulation 11 shall be modified by omitting therefrom the words "(not being a fully paid share)".

### TRANSFER OF SHARES

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee. Regulation 22 shall be modified accordingly.
11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
12. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

### PROCEEDINGS AT GENERAL MEETINGS

13. The words "the election of directors in the place of those retiring" shall be deleted from Regulation 52.
  14. A poll may be demanded at General Meeting of the Company by the Chairman or by any member present in person or by proxy, and entitled to vote. Regulation 58 shall be modified accordingly.
- 

#### VOTES OF MEMBERS

15. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him,
16. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll but in any event before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.
17. A resolution in writing signed by a member or members representing not less than 90% in aggregate of the total voting rights of all the members of the Company having the right to vote at General Meetings shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

18. (1) The Directors shall not be less than two in number.
- (2) A Director shall not be required to hold any shares of the company by way of qualification.
- (3) There shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Companies Act 1948 shall not apply to the Company.
19. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution shall direct or, failing such direction, as the Directors shall determine or, in default of such determination, equally. Any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled to rank in such division for a proportion of remuneration related to the period during which he has held office.



- 19 (2) The Director shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings. In the event of there being any dispute as to a reasonableness of any such expenses the same shall be referred to the Directors who shall determine the question and whose determination shall be final and binding upon both the Company and the Director in question.
20. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra service to the company or to go to or reside in any place other than where he usually resides, in connection with the conduct of the affairs of the Company. Such special remuneration shall be paid to such Director in addition to his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

#### POWERS AND DUTIES OF DIRECTORS

21. The Company in General Meeting may by Ordinary Resolution at any time and from time to time give directions to the Directors concerning the management of the Company (including, without limitation, procedural and administrative matters) or the policy to be adopted by the Directors in relation to such management. The Directors shall use all reasonable endeavours to exercise their powers so as to manage the business of the Company in a manner consistent with such direction or directions provided that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors. Regulation 80 shall be modified accordingly.
22. A Director may be a party to or in any way interested in any contract or transaction or arrangement to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits benefits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.



23. A Director who is in any way whether directly or indirectly interested in a contract, transaction or arrangement or a proposed contract transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Companies Act 1948. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract transaction or arrangement which may thereafter be made with that company or firm or to the effect that he is to be regarded as interested in any contract transaction or arrangement which may thereafter be made with a specified person who is connected with him (within the meaning of section 64 of the Companies Act 1980) shall be deemed a sufficient declaration of interest in relation to any such contract transaction or arrangement provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.
24. The Directors may dispense with the keeping of attendance books for the meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.
25. Subject to Section 192 of the Companies Act 1948 the Directors shall have power to grant pensions, annuities or any other allowances including allowances on death, to any person, or to the estate of any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which the Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.
26. The office of Director shall be vacated if the Director:-
- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (ii) becomes of unsound mind or becomes incapable by reason of mental disorder, illness or injury, of managing and administering his property and affairs; or
  - (iii) is prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948 (as amended by S.93 Companies Act 1981) or under Section 9 of the Insolvency Act 1976; or
  - (iv) is removed under the provisions of Regulation 96 or Article 35 hereof; or
  - (v) by notice in writing to the Company resigns his office.
  - (vi) by notice in writing to the Company offers to resign his office and the Directors shall resolve to accept such offer.




27. (1) The Directors may at any time and from time to time appoint any person or persons to be a Director of the Company either to fill a casual vacancy or by way of addition to the existing Directors.
- (2) The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Regulation 96 and without prejudice to the powers of the Directors under the first paragraph of this Article the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

#### PROCEEDINGS OF DIRECTORS

28. The Directors may delegate any of their powers authorities and discretions to committees consisting of such person or persons (whether a member or members of the body or not) as they think fit. Any committee so formed shall in the exercise of the powers, authorities and discretions so delegated conform to any regulations which may be imposed on it by the Directors.
29. The quorum necessary for the transaction of the business of the Directors shall be two or such other number as the Company in General Meeting may from time to time determine.
30. A resolution in writing signed or initialled, or approved by letter, telegram or cablegram by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents each signed or initialled or sent by one or more of the Directors.

#### ASSISTANT DIRECTORS

- 31 (1) The Directors may at any time and from time to time give any Group Employee the title of "Assistant Director".
- (2) The title "Assistant Director" shall not by reason of the possession of such title be deemed to be a Director of the Company for purposes of the Companies Acts 1948 - 1981, these presents or for any other purposes whatsoever and, without limitation, such a person shall not be deemed to have the right to exercise any of the rights or powers or to have any of the duties or responsibilities of, a Director.
- (3) The Directors may at any time withdraw the title "Assistant Director" from any person without assigning reasons therefor and the title shall be deemed to have been withdrawn from a given person in the event of that person ceasing to be a Group Employee.
- (4) In this Article the expression "Group Employee" shall mean an employee of the Company or of any subsidiary of the Company or of any holding company of the Company or of any subsidiary of any such holding company.
- (5) The powers given to the Directors by this Article shall be without prejudice to any other powers of the directors under these presents.
- 



#### SECRETARY

32. If at any time the office of Secretary shall be vacant or if there is for any reason no Secretary capable of acting the Directors may appoint any other officer of the Company to perform the duties of the Secretary for the duration of such vacancy or incapacity as the case may be.

#### NOTICES

33. Any notice or document (including share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second class mail is employed forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

#### INDEMNITY

34. Subject to the provisions of and so far as permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

#### OVERRIDING PROVISIONS

35. Whenever Willis Faber plc (hereinafter called "the Parent Company") shall be the holder of shares which in aggregate entitle their holder to exercise not less than 90% of the total voting rights of all members of the Company having the right to vote at General Meetings (for which purposes shares held by any subsidiary of the Parent Company shall be deemed to be held by the Parent Company) the following provisions shall apply and to the extent of any inconsistency shall have overriding effect over all other provisions of these presents :

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed or remove any Director from the office of Managing Director.
- (B) No Director shall be appointed without the consent of the Parent Company.



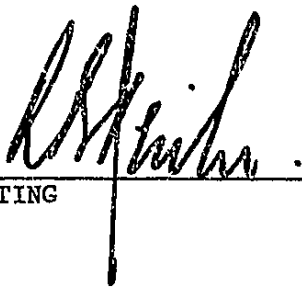
5. (C) The Directors shall not without the consent of the Parent Company :-
- (i) Give any person the title of "Assistant Director";
  - (ii) Withdraw the said title from any person;
- (D) The Directors shall not without the consent of the Parent Company :-
- (i) exercise the powers under Article 25 hereof; or
  - (ii) sell the whole or a substantial part of the undertaking of the Company; or
  - (iii) acquire any substantial assets or the shares or debentures of any other company; or
  - (iv) allot, grant options over or otherwise deal with any shares of the Company; or
  - (v) Register any transfer of any share whether or not it is a fully paid share, to one of their number.
- (E) The Parent Company may at any time by notice in writing to all the members of the Company entitled under these presents to receive notice of General Meetings to convene an Extraordinary General Meeting of the Company provided that such notice shall not be effective to convene such meeting unless it would have been effective for such purposes had it been given by the Company.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.



SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

I, Robert Brian Keville, being Chairman of the Extraordinary General Meeting of Sovereign Marine & General Insurance Company Limited held on the 13th July 1983, hereby certify that this page and the eight preceding pages, all initialled by me for the purposes of identification, constitute a true copy of the Articles of Association of the said company adopted by special resolution passed at the said meeting.

A handwritten signature in dark ink, appearing to read 'R. B. Keville', is written over a horizontal line. A vertical line extends downwards from the center of the horizontal line.

CHAIRMAN OF MEETING

Dated this 13th Day of July 1983.

Company Number 13855

224

The Companies Act 1985

Company Limited by Shares

ORDINARY RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 13th Day of September 1985.

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 15 Trinity Square, London EC3N 4AA on Friday, the 13th Day of September 1985, the following resolutions were passed:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £6,000,000 to £7,500,000 by the creation of 1,500,000 ordinary shares of £1 each of rank pari passu in all respects with the existing share capital.
2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 1,500,000 ordinary shares of £1 each during the period from the date of the passing of this resolution up to and including 13 September 1990.

  
R B KEVILLE  
CHAIRMAN





COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[2127]

13855

Name of company

\* Sovereign Marine & General Insurance Company Limited

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 13 September 1985 the nominal capital of the company has been  
increased by £ 1,500,000 beyond the registered capital of £ 6,000,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

New shares rank pari passu in all respects with existing share capital.

Please tick here if  
continued overleaf



† delete as  
appropriate

Signed

XXXXXXXXX [Director] [Secretary] † Date

23 September 1985

Presenter's name address and  
reference (if any):

C M Richards, Willie Faber  
(Underwriting Management)  
Limited, Ten Trinity Square,  
London EC3P 3AX

For official Use  
General Section

Post room





COMPANIES FORM No. 353

# Notice of place where register of members is kept or of any change in that place

# 353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

\* Insert full name of company

To the Registrar of Companies

For official use

Company number

Name of company

13855

\* Sovereign Marine & General Insurance Company Limited

gives notice that the register of members is [now] kept at:

15 Trinity Square, London

Postcode EC3N 4AA

† delete as appropriate

Signed

[Director][Secretary]† Date 30th September 1985

Presentor's name address and reference (if any):  
M J Stephen, Assistant to  
Company Secretary,  
Sovereign Marine & General  
Ins Co Ltd, 15 Trinity  
Square, London EC3N 4AA

For official Use  
General Section

Post room



**Oyez** The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies G353

1985 Edition  
FB337 7-8L  
\*\*\*\*\*



COMPANIES FORM No. 325

325

**Notice of place where register of directors' interests in shares etc. is kept or of any change in that place**

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use Company number

*WJA*

13855

Name of company

\* Sovereign Marine & General Insurance Company Limited

Insert full name of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

15 Trinity Square, London

Postcode EC3N 4AA

† delete as appropriate

Signed

*[Signature]*

[Director] (Secretary)† Date 22 October 1985

Presentor's name address and reference (if any):

M J Stephen, Sovereign Marine & General Ins Co Ltd, 15 Trinity Square, London EC3N 4AA

For official Use  
General Section

Post room



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[21315]

13855

Name of company

\* Sovereign Marine &amp; General Insurance Company Limited

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 19 January 1987 the nominal capital of the company has been  
increased by £ 2,500,000 beyond the registered capital of £ 7,500,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

The shares are ordinary shares subject to the Memorandum and Articles of  
Association of the Company.

Please tick here if  
continued overleaf☐† delete as  
appropriate

Signed

[Director] [Secretary] † Date 27 January 1987Presenter's name address and  
reference (if any):

Mr M J Stephen, Sovereign  
Marine & General Insurance  
Company Limited, 15 Trinity  
Square, London EC3N 4AA

For official Use  
General Section

Post room



Company Number 13855

2310

The Companies Act 1985

Company Limited by Shares

SPECIAL RESOLUTIONS

OF

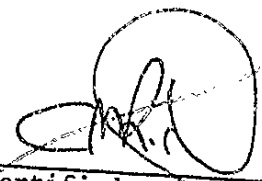
SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 19th Day of January 1987

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 15 Trinity Square, London EC3N 4AA on Monday, the 19th Day of January 1987, the following resolutions were passed:

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be increased to £10,000,000 by the creation of 2,500,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital, and that the Memorandum and Articles of Association of the Company be altered to show this increase.
2. That the Directors be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 2,500,000 ordinary shares of £1 each during the period from the date of passing this resolution up to and including 19 January 1992.

  
Certified a true copy  
Secretary



COMPANIES FORM No. 353

353

# Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

Insert full name of company

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

13854

Name of company

Sovereign Marine & General Insurance Company Limited

gives notice that the register of members is now kept at:

85 Gracechurch Street, London

Postcode EC3V 0HA

Insert Director Secretary Administrator Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation Secretary

Date

8/4/88

Presenter's name, address and reference (if any)

Miss T M Warren, Sovereign Marine & General Insurance Company Limited, 85 Gracechurch Street, London EC3V 0HA

For official use

General Section

Post room

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

13855

Name of company

\* Sovereign Marine & General Insurance Company Limited

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 15 December 1988 the nominal capital of the company has been  
increased by £ 5,000,000 beyond the registered capital of £ 10,000,000.

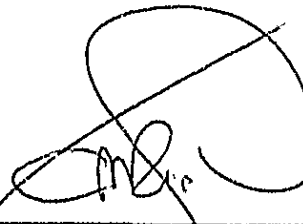
§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Secretary†

Date 11 January 1989

Please tick here if  
continued overleaf

--

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**Jordans**

JORDAN & SONS LIMITED  
25, FLEET STREET, LONDON  
EC4A 3DF  
TELEGRAMS: JORDAN LONDON  
TELEPHONE: 071 253 1234  
FACSIMILE: 071 253 1235



5187

Presenter's name address and  
reference (if any):

Miss T M Warren, Sovereign  
Marine & General Insurance  
Company Limited, 85  
Gracechurch Street, London  
EC3V 0HA

For official Use  
General Section

Post room



The Companies Act 1985

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Company Limited by Shares

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ORDINARY RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 15th Day of December 1988

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 85 Gracechurch Street, London EC3V 0HA on Thursday, the 15th Day of December 1988, the following resolutions were passed:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £10,000,000 to £15,000,000 by the creation of 5,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.
2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 5,000,000 ordinary shares of £1 each during the period from the date of the passing of this resolution up to and including 15 December 1993.





# COMPANIES FORM No. 325

## Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: This notice is not required where the register is and has always been kept at the Registered Office

# 325

do not  
a in  
margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ] [ ] [ ]

13855

use complete  
ibly, preferably  
black type, or  
d block lettering

Name of company

\* Sovereign Marine & General Insurance Company Limited

insert full name  
of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

85 Gracechurch Street

London

Postcode EC3V DHA

delete as  
appropriate

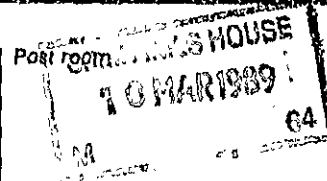
Signed

[Signature] [Secretary]† Date 24 February 1989

Presenter's name address and reference (if any):

Miss I M Warren, Sovereign Marine & General Insurance Company Limited, 85 Gracechurch Street, London EC3V DHA

For official Use  
General Section



oyez The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies G325

1986 Edition  
F5332 7-85  
\*\*\*\*\*

Company Number 13855

The Companies Act 1985

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Company Limited by Shares

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RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 19th Day of March 1991

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at Ten Trinity Square, London EC3P 3AX on Thursday 19th Day of December 1991, the following resolutions were passed:

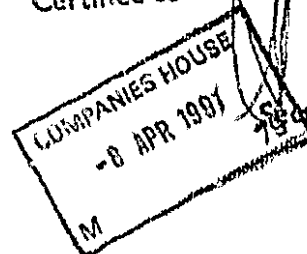
ORDINARY RESOLUTION

That the authorised share capital of the Company be and is hereby increased from £15,000,000 to £20,000,000 by the creation of 5,000,000 new ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.

ELECTIVE RESOLUTION

That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80(A) of the Companies Act 1985 (as amended) to allot and issue from time to time and on such terms and conditions as they shall determine up to 5,000,000 ordinary shares of £1 each.

Certified to be a true copy:



# G

## COMPANIES FORM No.123

# 123

### Notice of increase in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

13855

Name of company

Sovereign Marine & General Insurance Company Limited

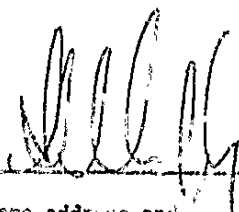
gives notice in accordance with section 123 of the above Act that by resolution of the company dated 19th March 1991 the nominal capital of the company has been increased by £5000000.00 beyond the registered capital of £15000000.00

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Ranking pari passu with the existing ordinary shares of £1 each.

Signed



Designation Secretary

Date 5th April 1991

Presenter's name address and reference (if any):

Miss T H Warren  
Willis Corroon plc  
15 Trinity Square  
London  
EC3N 4AA

LN/TA/11/EN/CS/==G



PC SECRETARY SOFTWARE

For official use  
General Section

Post room

COMPANIES HOUSE  
28 APR 1991  
78

No. 13855

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

NEW

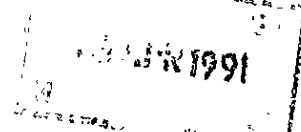
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 13 July 1983)

OF

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

Incorporated the 8th day of March 1880





COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOVEREIGN MARINE & GENERAL INSURANCE  
COMPANY LIMITED

(Printed incorporating amendments to the 5th day of November 1975 made by Special Resolution confirmed 8 November 1928, and an Order of the County Court of Gloucestershire, dated 29 November 1928, and Special Resolutions passed 24 March 1939, 5 June 1939, 27 March 1950, 3 February 1954, 8 October 1954, 20 July 1972 and 5 November 1975.)

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1. The name of the Company is "SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED".\*
  2. The registered office of the Company will be situate in England.
  3. The objects for which the Company is established are:-
    - (A) TO undertake, carry on and transact all classes of insurance and reinsurance business and all classes of assurance and reassurance business and in particular and without prejudice to the generality of the foregoing:-
      - (i) Marine, aviation and transport insurance business.
      - (ii) Motor vehicle insurance business.
      - (iii) Liability insurance business.
      - (iv) Pecuniary loss insurance business.
      - (v) Personal accident insurance business.
      - (vi) Property insurance business.
      - (vii) Industrial assurance business.
      - (viii) Ordinary long-term insurance business,and so that the said classes of business specified in sub-paragraphs (i) to (viii) herein shall bear the meanings respectively assigned thereto either directly or by reference in section 59(1) of the Companies Act 1967.

\* See note B, Page 6.

- (B) TO acquire or extinguish or otherwise deal with any insurance made with the Company.
- (C) TO reinsure and counter-insure all or any risks, and to undertake all kinds of reinsurance and counter-insurance.
- (D) TO effect as agents for others insurances of every kind and against every and any contingency.
- (E) TO create or set aside out of the capital or revenue of the Company a special fund, or special funds, and to give any class of its policy holders, annuitants or creditors, any preferential right over any fund or funds so created, and for such or any other purpose of the Company to place any portion of the Company's property in the names or under the control of trustees, and to give any class of insurers a right to participate in the profits of the Company or any branch of its business.
- (F) TO enter into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person or company carrying on or about to carry on any business or transaction which the Company is authorised to carry on.
- (G) TO carry on business as bankers, financiers and merchants, and to undertake and carry on and execute all such financial, commercial, trading and other operations as may be thought fit.
- (H) TO purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges necessary or convenient for the purposes of the Company.
- (I) TO receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue at par or at a premium or discount of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (J) TO sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the Company.
- (K) TO acquire and 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 or which can be carried on in conjunction therewith, 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 amalgamate with 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.

- (L) TO invest and deal with the monies of the Company not immediately required upon such securities, and in such manner as may from time to time be determined.
- (M) TO lend and advance money or give credit to such persons, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, but not to carry on the business of a registered moneylender.
- (N) TO draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (O) TO subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (P) TO act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) TO pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (R) TO establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company whose undertaking or any part thereof the Company shall acquire, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or other company as aforesaid, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such person as aforesaid, and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (S) TO procure the registration or incorporation of the Company in or under the laws of any place outside England.

- (T) TO promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of the Company, or of undertaking any business or 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 as aforesaid.
- (U) To sell or dispose of the undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (V) TO distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company, or of which the Company may have the power of disposing.
- (W) TO do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £25,000 divided into 5,000 shares of £5 each.\*

## NOTES

- \* A 1. On 18 November 1948 the Share Capital of the Company was increased from £25,000 divided into 5,000 shares of £5 each, being the capital of the Company at the date of its incorporation, to £50,000 by the creation of 5,000 shares of £5 each.
2. By Special Resolution passed on 27 March 1950, the Share Capital of the Company was increased from £50,000 to £100,000 by the creation of a further 10,000 shares of £5 each.
3. By Special Resolution passed on 6 December 1951, the Share Capital of the Company was increased from £100,000 to £250,000 by the creation of a further 30,000 shares of £5 each.
4. By Special Resolutions passed on 18 October 1954, the 50,000 shares of £5 each in the Share Capital of the Company were sub-divided into 250,000 shares of £1 each and the Share Capital of the Company was increased from £250,000 to £500,000 by the creation of a further 250,000 shares of £1 each.
5. By an Ordinary Resolution passed on 20 July 1972, the Share Capital was increased from £500,000 to £1,000,000 by the creation of a further 500,000 shares of £1 each.
6. By an Ordinary Resolution passed on 30 June 1977, the Share Capital was increased from £1,000,000 to £3,000,000 by the creation of a further 2,000,000 shares of £1 each.
7. By an Ordinary Resolution passed on 16 December 1981, the Share Capital was increased from £3,000,000 to £5,000,000 by the creation of a further 2,000,000 shares of £1 each.
8. By an Ordinary Resolution passed on 7 September 1982, the Share Capital was increased from £5,000,000 to £6,000,000 by the creation of a further 1,000,000 shares of £1 each.
9. By an Ordinary Resolution passed on 13 September 1985, the Share Capital was increased from £6,000,000 to £7,500,000 by the creation of 1,500,000 shares of £1 each.
10. By a Special Resolution passed on 19 January 1987, the Share Capital was increased from £7,500,000 to £10,000,000 by the creation of 2,500,000 shares of £1 each.

NOTES

- B.
1. The Company was incorporated under the name "The British and Irish Plate Glass Insurance Company Limited" on 8 March 1880.
  2. By a Special Resolution passed on 8 November 1928, the name of the Company was changed to "The British and Irish Insurance Company Limited".
  3. By a Special Resolution passed on 24 March 1939, the name of the Company was changed to "Lombard Insurance Company Limited".
  4. By a Special Resolution passed on 5 June 1939, the name of the Company was changed to "Lombard Marine & General Insurance Company Limited".
  5. By a Special Resolution passed on 3 February 1954, the name of the Company was changed to "Sovereign Marine & General Insurance Company Limited".

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
1. HERBERT THOMAS, 2 Great George Street, Bristol, Soap Manufacturer	One Hundred and Twenty- five Shares.
2. GEORGE KING MORGAN, 5 Worcester Villas, Clifton, Bristol, Tobacco Manufacturer.	One Hundred and Twenty- five Shares.
3. CHARLES THOMAS, Pitch and Pay, Stoke Bishop, Gloucestershire, Soap Manufacturer	One Hundred and Twenty- five Shares.
4. FRANCIS FREDERICK FOX, 72 Pembroke Road, Clifton, Bristol, Oil Merchant	One Hundred and Twenty- five Shares.
5. HENRY LORYMER RISELEY, 12 Cotham Park, Bristol, Insurance Agent	One Hundred and Twenty- five Shares.
6. JOHN WESLEY HALL, Callander House, Clifton, Bristol, Glass Merchant	One Hundred and Twenty- five Shares.
7. CHARLES ROBERT HANCOCK, No. 11, Clyde Road, Redland, Bristol, Solicitor	One Hundred and Twenty- five Shares.
8. CHARLES EDWIN WARE, Sunnyside, Exeter, Devonshire, Civil Engineer	One Hundred and Twenty- five Shares.
Total Shares taken	1,000

Dated this 5th day of March 1880.

Witness to the Signatures of Herbert Thomas, George King Morgan,  
Charles Thomas, Francis Frederick Fox, Henry Lorymer Riseley, John Wesley  
Hall and Charles Roberk Hancock:-

WILLIAM JOHN WHEELER  
2 Argyle Street  
Eastville  
Bristol  
Accountant.

Witness to the Signature of Charles Edwin Ware:-

T W HUSSEY  
6 Linden Vale  
Exeter  
Devonshire  
Hotel Manager



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

(New Articles adopted pursuant to a Special Resolution  
passed on 13 July 1983)

PRELIMINARY

1. (1) The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 as amended so as to affect companies first registered on the date of the adoption of these Articles of Association (hereinafter called "Table A") shall except as hereinafter provided apply to the Company provided that in case of inconsistency between Table A and these Articles these Articles shall prevail. References herein to Regulations are to regulations in Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.
- (2) Regulations 3, 24, 40-43 inclusive, 62, 69-71 inclusive, 73A, 75-77 inclusive, 84, 87-95 inclusive, 97, 99, 102, 106, 131 and 136 and the proviso to Regulation 79, shall not apply to the Company.
2. In these Articles and in Table A, so far as it applies to the Company, unless the context otherwise requires the following expressions shall have the meanings hereby assigned to them :-

"these presents":

these Articles of Association including such parts of Table A as apply to the Company under Article 1(1) hereof.

"Director":

a person holding office as a Director of the Company provided that no person shall be deemed to be a Director for any purpose by reason only of his holding the title "Assistant Director". "Directors" and "Board of Directors" shall be construed accordingly.

### SHARE CAPITAL AND DEBENTURES

3. The authorised share capital of the Company at the date of the adoption of these Articles is £6,000,000 divided into 6,000,000 Ordinary Shares of £1 each.\*
4. Subject to Section 14 of the Companies Act 1980 all unissued shares of the Company (whether or not forming part of the capital of the Company at the date of the adoption of these presents) shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper and Section 17(1) of the Companies Act 1980 shall not apply.
5. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder.
6. Subject to the provisions of and so far as may be permitted by the Companies Acts the Company may purchase its own shares (including any redeemable shares). Any payment for the redemption or purchase of any shares may be made out of distributable profits of the Company or the proceeds of a fresh issue of shares or otherwise as permitted by the Companies Acts.
7. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
8. The Company shall not have power to issue share warrants to bearer.

### LIEN ON SHARES

9. Regulation 11 shall be modified by omitting therefrom the words "(not being a fully paid share)".

### TRANSFER OF SHARES

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the Transferee. Regulation 22 shall be modified accordingly.
11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
12. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

### PROCEEDINGS AT GENERAL MEETINGS

13. The words "the election of Directors in the place of those retiring" shall be deleted from Regulation 52.
14. A poll may be demanded at any General Meeting of the Company by the Chairman or by any member present in person or by proxy, and entitled to vote. Regulation 58 shall be modified accordingly.

\* See special resolutions hereafter.

#### VOTES OF MEMBERS

15. Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him.
16. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll but in any event before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected.
17. A resolution in writing signed by a member or members representing not less than 90% in aggregate of the total voting rights of all the members of the Company having the right to vote at General Meetings shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

#### DIRECTORS

18. (1) The Directors shall not be less than two in number.
  - (2) A Director shall not be required to hold any shares of the company by way of qualification.
  - (3) There shall not be any age limit for Directors and sub-sections (1) to (6) of Section 185 of the Companies Act 1948 shall not apply to the Company.
19. (1) The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution shall direct or, failing such direction, as the Directors shall determine or, in default of such determination, equally. Any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled to rank in such division for a proportion of remuneration related to the period during which he has held office.

- 19 (2) The Directors shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings. In the event of there being any dispute as to a reasonableness of any such expenses the same shall be referred to the Directors who shall determine the question and whose determination shall be final and binding upon both the Company and the Director in question.
20. The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra service to the Company or to go to or reside in any place other than where he usually resides, in connection with the conduct of the affairs of the Company. Such special remuneration shall be paid to such Director in addition to his ordinary remuneration as a Director and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

#### POWERS AND DUTIES OF DIRECTORS

21. The Company in General Meeting may by Ordinary Resolution at any time and from time to time give directions to the Directors concerning the management of the Company (including, without limitation, procedural and administrative matters) or the policy to be adopted by the Directors in relation to such management. The Directors shall use all reasonable endeavours to exercise their powers so as to manage the business of the Company in a manner consistent with such direction or directions provided that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors. Regulation 80 shall be modified accordingly.
22. A Director may be a party to or in any way interested in any contract or transaction or arrangement to which the Company is a party or in which the Company is in any way interested. A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits, benefits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

23. A Director who is in any way whether directly or indirectly interested in a contract, transaction or arrangement or a proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract, transaction or arrangement which may thereafter be made with that company or firm or to the effect that he is to be regarded as interested in any contract, transaction or arrangement which may thereafter be made with a specified person who is connected with him (within the meaning of section 64 of the Companies Act 1980) shall be deemed a sufficient declaration of interest in relation to any such contract transaction or arrangement provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.
24. The Directors may dispense with the keeping of attendance books for the meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.
25. Subject to Section 192 of the Companies Act 1948 the Directors shall have power to grant pensions, annuities or any other allowances including allowances on death, to any person, or to the estate of any person, or to the widow or dependants of any person, who has served the Company or any predecessor in business of the Company either directly as Managing Director, Director, Manager or in any other office or employment under the Company or such predecessor or indirectly as an officer or employee of any company or body in which the Company has at any time during such service as aforesaid had a controlling interest notwithstanding that he may have been a Director of this Company, and to make payments towards insurances or trusts for such purposes in respect of such persons.
26. The office of Director shall be vacated if the Director:-
- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (ii) becomes of unsound mind or becomes incapable by reason of mental disorder, illness or injury, of managing and administering his property and affairs; or
  - (iii) is prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948 (as amended by S.93 Companies Act 1981) or under Section 9 of the Insolvency Act 1976; or
  - (iv) is removed under the provisions of Regulation 96 or Article 35 hereof; or
  - (v) by notice in writing to the Company resigns his office.
  - (vi) by notice in writing to the Company offers to resign his office and the Directors shall resolve to accept such offer.

27. (1) The Directors may at any time and from time to time appoint any person or persons to be a Director of the Company either to fill a casual vacancy or by way of addition to the existing Directors.
- (2) The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Regulation 96 and without prejudice to the powers of the Directors under the first paragraph of this Article the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

#### PROCEEDINGS OF DIRECTORS

28. The Directors may delegate any of their powers, authorities and discretions to committees consisting of such person or persons (whether a member or members of the body or not) as they think fit. Any committee so formed shall in the exercise of the powers, authorities and discretions so delegated conform to any regulations which may be imposed on it by the Directors.
29. The quorum necessary for the transaction of the business of the Directors shall be two or such other number as the Company in General Meeting may from time to time determine.
30. A resolution in writing signed or initialled, or approved by letter, telegram or cablegram by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents each signed or initialled or sent by one or more of the Directors.

#### ASSISTANT DIRECTORS

- 31 (1) The Directors may at any time and from time to time give any Group Employee the title of "Assistant Director".
- (2) The title "Assistant Director" shall not by reason of the possession of such title be deemed to be a Director of the Company for purposes of the Companies Acts 1948 - 1981, these presents or for any other purposes whatsoever and, without limitation, such a person shall not be deemed to have the right to exercise any of the rights or powers or to have any of the duties or responsibilities of a Director.
- (3) The Directors may at any time withdraw the title "Assistant Director" from any person without assigning reasons therefor and the title shall be deemed to have been withdrawn from a given person in the event of that person ceasing to be a Group Employee.
- (4) In this Article the expression "Group Employee" shall mean an employee of the Company or of any subsidiary of the Company or of any holding company of the Company or of any subsidiary of any such holding company.
- (5) The powers given to the Directors by this Article shall be without prejudice to any other powers of the Directors under these presents.

## SECRETARY

32. If at any time the office of Secretary shall be vacant or if there is for any reason no Secretary capable of acting the Directors may appoint any other officer of the Company to perform the duties of the Secretary for the duration of such vacancy or incapacity as the case may be.

## NOTICES

33. Any notice or document (including share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second class mail is employed forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

## INDEMNITY

34. Subject to the provisions of and so far as permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

## OVERRIDING PROVISIONS

35. Whenever Willis Faber plc (hereinafter called "the Parent Company") shall be the holder of shares which in aggregate entitle their holder to exercise not less than 90% of the total voting rights of all members of the Company having the right to vote at General Meetings (for which purposes shares held by any subsidiary of the Parent Company shall be deemed to be held by the Parent Company) the following provisions shall apply and to the extent of any inconsistency shall have overriding effect over all other provisions of these presents:

- (A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed or remove any Director from the office of Managing Director.
- (B) No Director shall be appointed without the consent of the Parent Company.

35. (C) The Directors shall not without the consent of the Parent Company:-

(i) Give any person the title of "Assistant Director";

(ii) Withdraw the said title from any person;

(D) The Directors shall not without the consent of the Parent Company :-

(i) exercise the powers under Article 25 hereof; or

(ii) sell the whole or a substantial part of the undertaking of the Company; or

(iii) acquire any substantial assets or the shares or debentures of any other company; or

(iv) allot, grant options over or otherwise deal with any shares of the Company; or

(v) register any transfer of any share whether or not it is a fully paid share, to one of their number.

(E) The Parent Company may at any time by notice in writing to all the members of the Company entitled under these presents to receive notice of General Meetings to convene an Extraordinary General Meeting of the Company provided that such notice shall not be effective to convene such meeting unless it would have been effective for such purposes had it been given by the Company.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.



THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Passed on 13 July 1983

At the Extraordinary General Meeting of Sovereign Marine & General Insurance Company Limited duly convened and held at Ten Trinity Square on Wednesday, 13 July 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"That the Regulations contained in the document entitled 'New Articles of Association' submitted to the meeting, and signed by the Chairman of the Meeting for the purposes of identification, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles."

The Companies Act 1985

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Company Limited by Shares

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ORDINARY RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 13th Day of September 1985.

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 15 Trinity Square, London EC3N 4AA on Friday, the 13th Day of September 1985, the following resolutions were passed:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £6,000,000 to £7,500,000 by the creation of 1,500,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.
2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 1,500,000 ordinary shares of £1 each during the period from the date of passing of this resolution up to and including 13 September 1990.

The Companies Act 1985

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Company Limited by Shares

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SPECIAL RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 19th Day of January 1987.

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 15 Trinity Square, London EC3N 4AA on Monday, the 19th Day of January 1987, the following resolutions were passed:

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be increased to £10,000,000 by the creation of 2,500,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital, and the Memorandum and Articles of Association of the Company be altered to show this increase.
2. That the Directors be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 2,500,000 ordinary shares of £1 each during the period from the date of passing this resolution up to and including 19 January 1992.

The Companies Act 1985

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Company Limited by Shares

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ORDINARY RESOLUTIONS

OF

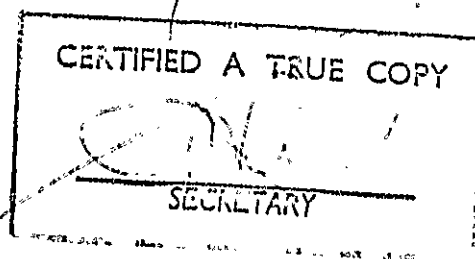
SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 15th Day of December 1988

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 85 Gracechurch Street, London EC3V 0HA on Thursday, the 15th day of December 1988, the following resolutions were passed:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from £10,000,000 to £15,000,000 by the creation of 5,000,000 ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.
2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and issue from time to time and on such terms and conditions as they shall determine up to 5,000,000 ordinary shares of £1 each during the period from the date of the passing of this resolution up to and including 15 December 1993.



The Companies Act 1985

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Company Limited by Shares

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RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 19th Day of March 1991

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at Ten Trinity Square, London EC3P 3AX on Thursday 19th Day of December 1991, the following resolutions were passed:

ORDINARY RESOLUTION

That the authorised share capital of the Company be and is hereby increased from £15,000,000 to £20,000,000 by the creation of 5,000,000 new ordinary shares of £1 each to rank pari passu in all respects with the existing share capital.

ELECTIVE RESOLUTION

That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80(A) of the Companies Act 1985 (as amended) to allot and issue from time to time and on such terms and conditions as they shall determine up to 5,000,000 ordinary shares of £1 each.

Company Number 13855

The Companies Act 1985 (as amended)

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Company Limited by Shares

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ELECTIVE RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 8th Day of April 1991

AT THE ANNUAL GENERAL MEETING duly convened and held at 85 Gracechurch Street, London EC3V 0HA on Monday 8th Day of April 1991, the following Elective Resolutions were passed:

ELECTIVE RESOLUTIONS

1) Laying of Report and Accounts

IT WAS RESOLVED THAT

the laying of Report and Accounts in General Meeting be dispensed with as provided by Section 252 of the Companies Act 1985 (as amended).

2) Annual General Meetings

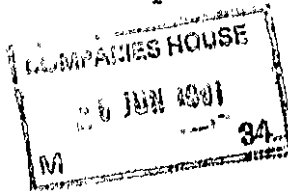
IT WAS RESOLVED THAT

the holding of Annual General Meetings be dispensed with as provided by Section 366A of the Companies Act 1985 (as amended).

3) Auditors

IT WAS RESOLVED THAT

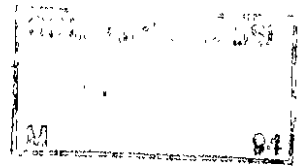
the re-appointment of auditors annually be dispensed with as provided by with Section 386 of the Companies Act 1985 (as amended).



Certified to be a true copy.

  
Secretary

Company Number 13855



The Companies Act 1985 (as amended)

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Company Limited by Shares

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RESOLUTIONS

OF

SOVEREIGN MARINE & GENERAL INSURANCE COMPANY LIMITED

Passed on the 22nd day of December 1992

AT AN EXTRAORDINARY GENERAL MEETING duly convened and held at 85 Gracechurch Street, London EC3V 0HA on Tuesday, 22 December 1992, the following resolutions were passed:

ORDINARY RESOLUTION

That the authorised share capital of the Company be and is hereby increased from £20,000,000 to £30,000,000 by the creation of 10,000,000 new ordinary shares of £1 each.

ELECTIVE RESOLUTION

That the Directors be and are hereby generally and unconditionally authorised for the purpose of Section 80(A) of the Companies Act 1985 (as amended) to allot and issue from time to time and on such terms and conditions as they shall determine up to 10,000,000 ordinary shares of £1 each.

TMW/516

Certified to be a true copy.

Secretary.

**G****COMPANIES FORM No.123****Notice of increase  
in nominal capital****123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

Company number

13855

Name of company

Sovereign Marine &amp; General Insurance Company Limited

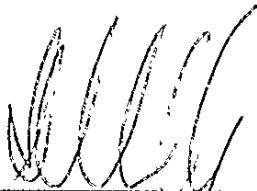
gives notice in accordance with section 123 of the above Act that by resolution of the company dated 22nd December 1992 the nominal capital of the company has been increased by £10000000.00 beyond the registered capital of £20000000.00

A copy of the resolution authorising the increase is attached.

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Ranking pari passu with the existing ordinary shares of £1 each.

Signed



Designation Secretary

Date 23rd December 1992

Presentor's name address telephone  
number and reference (if any):

Miss T M Warren  
Willis Corroon Group plc  
15 Trinity Square  
London  
EC3N 4AA

LM/TA/\*\*/EN/OS/==60

**JOHNSON**

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