
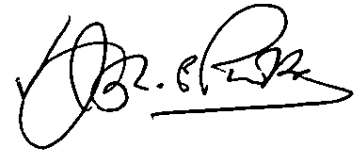


**CHESTER AND NORTH WALES INCORPORATED LAW SOCIETY**

Company No. 15230



<sup>2006</sup>  
Companies Act 1985 as amended



**NOTICE OF PASSING OF RESOLUTION**

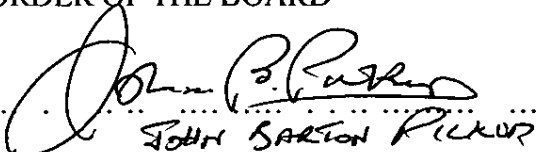
Notice is hereby given that at the Annual General Meeting of the Company held at  
*Connaught Hotel, Trinity Street, Chester CH1 2BD*  
on *25<sup>th</sup>* day of *February* 2010 the following resolution was duly passed as a special  
resolution of the Company:

**SPECIAL RESOLUTIONS**

1. That the present Articles of Association of the Company be altered and replaced  
by adopting the new Articles of Association attached to this resolution

DATED *23<sup>rd</sup>* day of *February* 2010  
BY ORDER OF THE BOARD

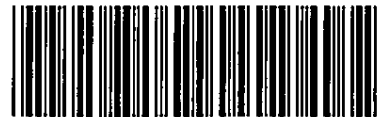
Secretary

  
*JOHN BARTON PICKARD*

Registered office address

*36 LANDSCAPE PARK  
HARTFORD  
NORTH LICH  
CHESHIRE  
CW8 1NF*

TUESDAY



\*AUR0HIC6\*

A16	16/03/2010	349
COMPANIES HOUSE		
A14	06/03/2010	366
COMPANIES HOUSE		

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

of the CHESTER AND NORTH WALES INCORPORATED LAW SOCIETY

### GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act	The Companies Act 2006
The Regulations	The Companies (Model Articles) Regulations 2008
The Model Articles	The Model Articles for Private Companies Limited by Guarantee contained in Schedule 2 of The Regulations
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender only shall include the feminine gender and

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act or any statutory

modification thereof in force at the date on which these Articles become binding on the Company shall if not inconsistent with the subject or context bear the same meanings in these Articles

The Model Articles shall apply to the Company save insofar as they are excluded, modified, varied by or are inconsistent with these Articles

2. The maximum number of members of the Company is 500 but the Directors may from time to time register an increase of members.

3. The provisions of Sections 113 to 115 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member

4 Such persons, being solicitors practising or employed, or formerly practising or employed, in the City and County of Chester and the Counties of Anglesey, Conwy, Denbigh, Flint, Gwynedd, Powys, Wrexham and Salop (hereinafter in these Articles called "the Society's Area") and being solicitors who live or formerly lived in the Society's Area, as the Directors shall admit in accordance with the provisions hereinafter contained shall be members of the Company

5 Every person desirous of becoming a member of the Company must sign and deliver to the Company an application for membership in the form following namely.-

"To The Committee of the Chester and North Wales Incorporated Law Society"  
"I/We"  
"of"  
"desire to become a member of the Company and request you"  
"to enter my/our name in the Register of Members accordingly"  
"subject to the Memorandum and Articles of Association."

6 When the Directors shall have resolved to admit any applicant to membership the Secretary of the Company shall forthwith send such applicant at the address given on his application for membership notice in writing of his admission to membership

7. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:-

- (a) If being an individual he shall die or become of unsound mind or if being a company or other statutory body a resolution be passed or order made for its winding up or dissolution
- (b) If he shall cease to be a solicitor or be suspended from practice by a Disciplinary Committee of the Law Society
- (c) If he serve upon the Company six months' notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of six months from the date of service of such notice upon the Company

- (d) If, while remaining in private practice, he shall cease to have any regular place of business in the Society's Area or if, being in employment, he shall cease habitually to work at any office in the Society's Area provided always that no member shall cease to be a member by reason only of retirement from active practice (whether or not he shall retain his practising certificate) or employment
  - (e) If any annual, quarterly or other subscription payable by him as a member remains unpaid at the expiration of the period of three months from the date upon which it became payable and the Directors resolve that by reason of such non-payment he shall cease to be a member
  - (f) If he is convicted of any offence involving dishonesty or personal violence
  - (g) If his membership be terminated in accordance with the next following sub-clause of this Article
  - (h) If (during any period in which no subscription is payable by members) any member shall in a consecutive period of at least two calendar years not have attended in person any General Meeting of the Company and not have caused to be deposited pursuant to Article 30 a proxy for any such meeting or if during such consecutive period the registered address of a member shall be out of date (of which fact it shall be sufficient evidence that a letter sent to such address in the first of such two years has been returned through the post and that no subsequent information showing the address not to have been out of date has been received by the Company) the Directors may at any time within the third calendar year cause to be posted to such member at his registered address a notice stating that if he shall not within one month after the date on which such notice was posted inform the Company in writing that he wishes to remain a member thereof his name will be struck off the list of members and if at the expiry of such notice he shall not so have informed the Company the Directors may (whether or not the notice sent to him has been returned through the post) at any time before the end of such calendar year declare that he has ceased to be a member and on such declaration he shall so cease and the Register of Members shall be altered accordingly
- 8 Any member who shall wilfully disobey any regulation of the Company or who shall, in the judgement of the Management Committee, have been guilty of misconduct in his professional practice, or of conduct likely to bring the profession or the Company in to disrepute, or of conduct that would render him unfit to remain a member of the Company, may be excluded from the Company by order or Resolution of at least three quarters of the members present and voting at a Extraordinary General Meeting of the Company convened for the purpose of considering such member's exclusion. Such member shall be given not less than 21 days written notice prior to the meeting containing a statement of the charges to be brought against him and of the time and place of such Meeting in order that he may be present and be heard, and if such order or Resolution be passed by the requisite three quarter's majority such member shall forthwith cease to be a member of the Company

## GENERAL MEETINGS

9 The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

10 All general meetings other than Annual General Meetings shall be called general meetings.

11. The Directors may, whenever they think fit, convene a meeting, and general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Sections 303 to 305 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors

12 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat, and

- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members

13 The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed thereat.

#### PROCEEDINGS AT GENERAL MEETINGS

14. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

15 If within half an hour from the time appointed for the holding of a general meeting

a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

16 The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting

17 If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be the Chairman of the meeting.

18 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded (a) by the Chairman, or (b) by at least three members present in person or by proxy, or (c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has on show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

20 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

21. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

22 In the case of an equality of votes whether on a show of hands or on a poll the

Chairman of the meeting shall be entitled to a second or casting vote

23 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

24 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

#### VOTES OF MEMBERS

25. Subject as hereinafter provided every member shall have one vote.

26 No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any general meeting

27 Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal if any and, if none, then under the hand of some officer duly authorised in that behalf

29 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid

30 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I/We	"
"of	"
"a member of	"
"hereby appoint	"
"of	"
"and failing him	"
"of	"
"to vote for me and on my behalf at the (Annual or General or "	
"Adjourned) as the case may be General Meeting of the	
"Company to be held on the	day of 20 "

"and at every adjournment thereof

"

"As Witness my hand this       day of       20       "

This form is to be used in favour/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit

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

31(a) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

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

## DIRECTORS

32(a) The business of the Company shall be managed by the Board of Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(b) The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

33 Without prejudice to the generality of the last preceding Article the Directors may from time to time (but subject to any contrary direction by the Company in general meeting) delegate the management of the affairs of the Company to a Management Committee (herein referred to as "the Management Committee") elected at the Annual General meeting of the Company. The Management Committee shall consist of the President, Vice President, Vice President elect, Immediate Past President, Treasurer and Secretary and may also include 3 additional members practising or



employed in the City and County of Chester or Salop and 3 additional members practising or employed in the Counties of Anglesey, Conwy, Denbigh, Flint, Gwynedd, Powys and Wrexham

### 34 FUNCTIONS OF THE MANAGEMENT COMMITTEE

The functions of the Management Committee shall be -

- (a) To decide upon the admission or rejection of persons desirous of becoming Members of the Company
- (b) To make regulations and bye-laws for any matters which are authorised by these Articles to be determined by regulations, and for every case of exigency which may arise not provided for by the then existing regulations, such regulations to be in force until it is otherwise resolved at a Special or General Meeting of the Company
- (c) To decide amongst the Members disputed points and questions of practice
- (d) To petition the Crown or Parliament, or the Government, or any public body or functionary.
- (e) To appoint, regulate and dissolve special or sub-committees and for this purpose to appoint to Special or sub-committees any Members of the Company whether they shall also be members of the Committee or not
- (f) To adopt all such proceedings in the name of the Company as they may think proper against any person who may have been guilty of malpractice or against whom a prima facie case of malpractice has been made
- (g) To do all such acts as they may think necessary for effectuating the objects of the Company, as defined by the Memorandum of Association, being indemnified by the Company against all expenses to be thereby incurred
- (h) To dispose of the funds for the purposes and/or the benefit of the Company
- (i) To admit persons whether residing within the Company's Area or not, and also persons having practised as solicitors who shall have voluntarily retired from practice, to be honorary Members or Associates of the Company, and to define the privileges which such persons shall enjoy with reference to the Company, except that no such persons shall be deemed to be Members of the Company for any of the purposes of these presents, and also to revoke, for any cause through sufficient by the Committee, the admission of any such honorary Member or Associate
- (j) To fill up from the Members of the Company all vacancies which may occur in their own body or in the officers of the Company, by death, resignation, or otherwise, during the intervals between the Annual General meetings; and a person so appointed shall continue in office for the residue of the terms for which the person in whose place he is appointed would have served.
- (k) To engage and discharge any clerk, librarian, caretaker or other salaried or non-

salaried officer, and to fix from time to time the salary or remuneration of any such person.

(l) To censure any Member of the Company for misconduct in his professional practice, or disobedience to the regulations or the decision of the Company or of the Committee in cases upon which the Committee are hereby empowered to decide, such Member having had at least twenty-one days' written notice prior to the Meeting at which his case is to be considered, of the nature of the charges to be brought against him and of the time and place of such Meeting and being given the opportunity of appearing before the Committee and of making representations to them on such charges

(m) make regulations as to the annual, quarterly or other subscriptions (if any) to be made by members of the Company to the funds of the Company provided that such subscriptions shall not exceed the maximum annual rate from time to time fixed by the Company in general meeting or, until such a maximum has been so fixed, the maximum rate of £50 a year.

(n) To exercise all such powers, and do all such acts matters and things as are or shall be by statute or these Articles directed or authorised to be done by the Company, and which are not expressly directed to be done by the Company in Annual General or Special Meeting assembled but subject, nevertheless, to the statutory provisions and these Articles, and subject also to such regulations (if any) as may be from time to time determined by any Special General meeting of the company, but no such regulation shall invalidate any prior act of the Committee which would have been valid if the regulation had not been made.

35. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles, any Director so appointed shall hold office only until and shall retire at the next following Annual General Meeting, but shall be eligible for election by the members as a Director of the Company. Any Director so retiring shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The Directors for the time being of the Company may act notwithstanding any vacancy in their body provided that if at any time the Directors be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body and summoning a general meeting but not otherwise.

36 The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost

37. No person other than a Director retiring at the meeting shall unless recommended by the Board of Directors be eligible for election as an Director at any general

meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to act

38. The Company may from time to time by ordinary resolution increase or reduce the number of the Directors and may by ordinary resolution of which special notice has been given in accordance with section 312 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

39 The Company may by ordinary resolution appoint another person in place of any Director removed from office under the immediately preceding Article and, without prejudice to the powers of the Board of Directors, may appoint any person to be an Director either to fill a casual vacancy or as an additional Director

#### DISQUALIFICATION OF DIRECTORS

40. A Director shall vacate his position if that Director:-

(a) without the consent of the Company in general meeting holds any office of profit under the Company; or

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

(c) becomes prohibited from being an Director by virtue of any provision of the Act; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company; or

(f) fails to become a member of the Company within one month of his appointment or ceases thereafter to be a member; or

(g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by sections 182 to 187 of the Act

Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### PROCEEDINGS OF THE DIRECTORS

41. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the

Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

42. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless and until so fixed shall be three.

43. The Directors shall cause minutes to be made in books provided for the purpose -

(a) of all appointments of Directors made by the Board;

(b) of the names of the Directors present at each meeting of the Board and of any committee of the Directors,

(c) of all resolutions of and proceedings at all meetings of the Company, and of the Directors and of committees of the Directors; and every Director present at any meeting of the Directors, or committee of the Directors shall sign his name in a book to be kept for that purpose.

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

45. The Board may delegate any of its 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 it by the Directors and shall, in respect of each of its meetings, deposit with the Secretary for the time being of the Company, within seventy-two hours of the conclusion of such meeting or such shorter period as shall be reasonably practicable, a copy of the Minutes of that meeting and a copy of any agenda or other document laid before the meeting.

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

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

48. A Director may from time to time by notice in writing to the Company appoint any person approved by all members of the Board to act as an alternate Director at any meeting of the Directors from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by not less than twenty-four hours' notice in writing to the Company given by a majority of the members of the Board. An alternate Director appointed under this Article shall not be required to be a member of the

Company or be entitled to any remuneration from the Company, but shall be entitled, while holding office, as such, to receive notice of and be counted in the quorum at meetings of the Directors and to attend, speak and vote thereat in place of and in the absence of the Director appointing him

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

50. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

#### INDEMNITY

51. Subject to the provisions of Section 232 of the Act, and in addition to such indemnity as is contained in Article 38 of the Model Articles, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

#### SECRETARY

52. Subject to Section 12 of the Act, the Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Directors may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

53. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary

#### THE SEAL

54. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board, or of a committee of the Directors authorised by the Board in that behalf. The seal of the Company shall not be affixed to any instrument except in the presence of at least two Directors and of the Secretary and the said Directors and Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

#### CHEQUES

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

## ACCOUNTS

56 The Directors shall cause accounting records to be kept in accordance with Section 386 of the Act

57. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors of the Company

58. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being an Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

59 The Directors shall from time to time, in accordance with Sections 396, 475 and 495 of the Act, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the reports of the Auditors and of the Directors, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

61 Auditors shall be appointed and their duties regulated in accordance with Sections 485, 487 and 492 of the Act

## NOTICES

62. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him or in accordance with Article 34 of the Model Articles. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63 Notices of every general meeting shall be given in any manner hereinbefore authorised to-

(a) every member except those members who (having no registered address within the

United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,

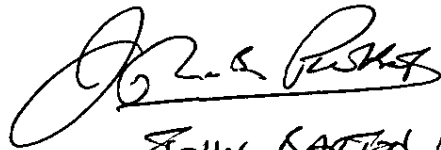
(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings

#### DISSOLUTION

64 Clauses 7 and 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

  
JOHN BARTEN PICKUP  
SECRETARY.