

Number of  
pages

498943

Form No. 41.

# THE COMPANIES ACT 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2)

Insert the  
Name of the  
Company.

PROCON (GREAT BRITAIN)  
LIMITED.

signed by

Slaughter and May (JASH/TPW)

18 Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
1, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
1, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
Market Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, THOMAS PERCY WALMSLEY

of 18 Austin Friars in the City of London

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) A Solicitor of  
the Supreme Court engaged in the formation

of Procon (Great Britain)

Limited,

And that all the requirements of the Companies Act, 1948, in respect of  
matters precedent to the registration of the said Company and incidental  
thereto have been complied with, And I make this solemn Declaration  
conscientiously believing the same to be true and by virtue of the provisions  
of the Statutory Declarations Act, 1835.

at 23 Austin Friars

London E.C.2.

20th day of August

thousand nine hundred and fifty-

Before me,

W. H. H. Walmsley

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

Number of }  
Company }

498943 *iv*

Form No. 25.

# THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

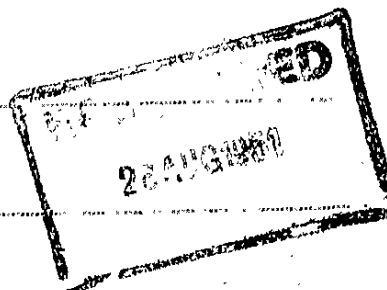
COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital OF

PROCON (GREAT BRITAIN)

LIMITED.



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

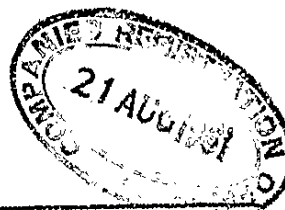
*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Slaughter and May (JASH:TPW).....

18 Austin Friars, 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;  
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

[P.T.O.]

# THE NOMINAL CAPITAL

OF

PROCON (GREAT BRITAIN) Limited

is £ 5,000, divided into:

5,000 Ordinary Shares of £1 each

Shares of each

\*Signature St. Anglin & Co.

Description Solicitors to the Company.

Dated the 20th day of August 1951

---

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

498943



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



REGISTERED

28 AUG 1951

## Memorandum of Association

— OF —

## PROCON (GREAT BRITAIN) LIMITED

1. The name of the Company is "PROCON (GREAT BRITAIN) LIMITED."

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

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

- (1) To construct, erect, supply, assemble, equip, operate, import, export, or otherwise deal in heaters, condensers, distillers, separators, conveyors and other appliances, devices, machinery, apparatus, equipment and processes of every kind, for producing, distilling, cracking, treating, processing, separating, combining, blending, condensing, refining, manufacturing, storing, transporting and distributing, in any part of the world, petroleum and other mineral oils and related materials, products and by-products, and chemical and chemical compounds of every kind and nature, together with all parts, accessories and appliances capable of being used in connection therewith and to design, manufacture and instal the same, and to carry on in any part of the world any business relating to the winning, getting, distilling, refining, storage, supply and distribution of petroleum and other mineral oils or to the preparation therefrom of separate products and by-products including detergents, wetting agents and emulsifying agents, or relating to the manufacture, storage and disposal of chemical substances of any nature whatsoever.
- (2) To carry on the business of engineers, contractors, builders, carpenters, machinists, metallurgists, electricians, and designers, manufacturers and suppliers of plant and equipment and installations of all kinds.

- (3) To render technical, constructional, advisory, supervisory and other services to any company, firm or person in relation to any activities similar to any business which the Company has power to carry on.
- (4) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
- (5) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (6) To obtain or acquire by application, purchase, licence, or otherwise, and to exercise and use and grant licences to others to exercise and use patent rights, *brevets d'invention*, concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, and to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, right of copyright or other rights or privileges in relation to any business for the time being carried on by the Company.
- (7) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (8) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (9) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or

its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.

- (10) To amalgamate with or enter into partnership or any joint venture or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (12) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (13) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (14) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (15) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (16) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any

exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.

- (17) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (18) To undertake the management of any property or undertaking and to act as treasurers, secretaries, managers, registrars, or transfer agents for any other company.
- (19) To distribute any of the property of the Company among its Members in specie or kind.
- (20) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

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 incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of 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 £5,000, divided into 5,000 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the  
are  
Me  
the  
ou

NAME

Sy

So

Reginald



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.
<i>Sydney Disborough</i> <i>18 Austin Friars</i> <i>London, E.C.2</i> <i>Solicitors' Clerk</i>	<i>one</i>
<i>Reginald Baron Julius Richards</i> <i>18 Austin Friars,</i> <i>London E.C.2.</i> <i>Solicitor.</i>	<i>One</i>

DATED the 17<sup>th</sup> day of *August*, 1951.

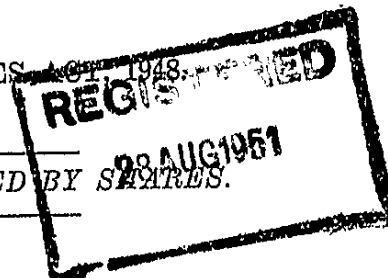
WITNESS to the above signatures—

*1. T. Wainwright*  
*18. Austin Friars.*  
*London. E.C.2.*  
*Solicitor.*

498943



THE COMPANIES ACT 1948  
 COMPANY LIMITED BY SHARES



## Articles of Association

— OF —

## PROCON (GREAT BRITAIN) LIMITED

### TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company except to the extent that they are expressed to be incorporated herein.

### INTERPRETATION.

2. In these presents if not inconsistent with the subject or context:—

The words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1948.
These presents ...	These Articles of Association as now framed or as from time to time altered by special resolution.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Register ...	The Register of Members of the Company.
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up ...	Paid up or credited as paid up.

... the singular number only shall include the plural

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

Words importing persons shall include corporations;

The expressions "debenture" and "debenture holder" shall include debenture stock and debenture stockholder;

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;

The expression "dividend" shall include bonus;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

#### PRIVATE COMPANY.

4. The Company is a Private Company and accordingly:—

- (A) The number of 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) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this Article, be treated as a single Member.
- (B) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (C) The Company shall not have the power to issue warrants to bearer.
- (D) The right to transfer shares is restricted in manner hereinafter provided.

#### BUSINESS.

5. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

6. The Office shall be at such place in England as the Board shall from time to time appoint.

7. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding company (if any) nor make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by sections 54 or 190 of the Act.

#### SHARE CAPITAL.

8. The share capital of the Company is £5,000, divided into 5,000 Ordinary Shares of £1 each.

9. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

10. Subject to the provisions of section 58 of the Act, any preference shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by special resolution determine.

#### MODIFICATION OF RIGHTS.

11. Subject to the provisions of section 72 of the Act, all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these presents as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall

be entitled on a poll to one vote for every such share held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

12. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

### SHARES.

13. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

14. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

15. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in section 65 of the Act, pay interest on so much share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

16. Except as ordered by a Court of competent jurisdiction or as by law required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) 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 pr  
respect of any  
in the register

17. Ever  
Register shall  
months after a  
period as the  
his shares of a  
of his shares  
two shillings a  
Board shall fr  
jointly by sever  
joint holders s

18. If a  
replaced on pa  
and sixpence a  
and payment o  
gating such e  
defacement, on

19. Regul  
to be incorpora

20. Regul  
to be incorpora

21. Subje  
be applicable,  
transfer in wr  
which the Boar

22. The f  
both the trans  
deemed to rec  
transferee is e  
ments of trans

23. The  
assigning any  
(whether or n

as by these presents or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

17. Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding two shillings and sixpence, for every certificate after the first as the Board shall from time to time determine. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all.

18. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding two shillings and sixpence and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company.

#### LIEN.

19. Regulations 11 to 14 (inclusive) of Table "A" shall be deemed to be incorporated herein.

#### CALLS ON SHARES.

20. Regulations 15 to 21 (inclusive) of Table "A" shall be deemed to be incorporated herein.

#### TRANSFER OF SHARES.

21. Subject to such of the restrictions of these presents as may be applicable, any Member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

22. The instrument of transfer of a share shall be executed by both the transferor and the transferee, 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. All instruments of transfer, when registered, shall be retained by the Company.

23. The Board may, in its absolute discretion and without assigning any reason therefor decline to register any transfer of shares (whether or not fully paid shares) to a person of whom it shall not

approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

24. The Board may also decline to recognise any instrument of transfer unless :—

- (A) Such fee, not exceeding two shillings and sixpence, as the Board may from time to time require is paid to the Company in respect thereof;
- (B) The instrument of transfer is lodged with the Company accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (C) The instrument of transfer is in respect of only one class of share.

25. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal.

26. The Company shall be entitled to charge a fee of two shillings and sixpence on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

#### TRANSMISSION OF SHARES.

27. Regulations 29 to 32 (inclusive) of Table "A" shall be deemed to be incorporated herein.

#### FORFEITURE OF SHARES.

28. Regulations 33 to 39 (inclusive) of Table "A" shall be deemed to be incorporated herein.

#### STOCK.

29. The Company may from time to time by ordinary resolution convert any paid up shares into stock and may re-convert any stock into paid up shares of any denomination.

30. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the mini-

num  
of fr  
nomi

stock  
as reg  
other  
but  
divide  
amoun  
such p

32  
to par  
" shar

33  
increa  
amoun

34  
direct  
instanc  
of sect  
being  
of shar  
as to  
or so f  
dispos  
otherw  
shall th

35.  
present  
mission  
accord

36.  
tion :—

minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose.

31. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and in assets on a winding up) shall be conferred by an amount of stock which would not if existing in shares, have conferred such privilege or advantage.

32. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder."

#### INCREASE OF CAPITAL.

33. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

34. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of section 57 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend, the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

35. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise and, unless otherwise provided in accordance with these presents, shall be issued as Ordinary Shares.

#### ALTERATIONS OF CAPITAL.

36. The Company may from time to time by ordinary resolution:—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.



(b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.

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

And may also by special resolution:—

(d) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

#### GENERAL MEETINGS.

37. 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 not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that, so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

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

39. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 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 extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

40. At the passing of notice in any general meeting shall be called notice shall to be served the place, the business, the an annual general meeting notice convenion shall s or extraordinary general meeting such person presents, en to the Auditor. Provide that it is c be deemed t

(A) In

b

(B) In

c

n

9

r

In every able prominent is entitled t that a prox

41. Th cases where accidental receipt of n person entitled at that mee

P

42. All extraordinar at an annual sanctioning

## NOTICE OF GENERAL MEETINGS.

40. 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 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 the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. Notice of every general meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being.

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 an annual general meeting by all the Members entitled to attend and vote thereat; and
- (B) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member.

41. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

42. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance

sheet and the reports of the Directors and Auditors, the election of Directors, the fixing of the remuneration of the Auditors and the voting of remuneration to the Directors.

43. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, two Members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

44. If within half an hour from the time appointed for the meeting a quorum be 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 to such other day and at such other time or place as the Chairman may determine, and the provisions of Article 47 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.

45. The Chairman (if any) of the Board or, in his absence, the deputy-Chairman (if any) shall preside as Chairman at every general meeting of the Company.

46. If there be no such Chairman or deputy-Chairman, or if at any meeting neither the Chairman nor the deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

47. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

48. meeting  
declar  
the Ch  
proxy  
person  
one-ten  
vote a  
meeting  
to not  
ferring  
Chairm  
carried  
particu  
proceed  
without  
favour

49.  
counted  
resoluti  
case un  
sufficien

50.  
deemed  
demand

51.  
on a sho  
entitled

52.  
question  
on any o  
manner

53.  
a meetin  
on which  
time befo

54.  
shares m

48. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote or by any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost, and an entry to that effect in the book of proceedings 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 such a resolution.

49. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

50. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

51. In case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

52. 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 and place and in such manner as the Chairman directs.

53. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

#### VOTES OF MEMBERS.

54. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of

hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.

55. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

56. In accordance with Section 139 of the Act a corporation being a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or of any class of Members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

57. A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction for the protection of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such Court, and such committee, *curator bonis* or other person may vote on a poll by proxy.

58. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

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

60. On a poll votes may be given either personally or by proxy.

61. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

62. A proxy need not be a Member of the Company. A Member may not appoint more than one proxy to attend on the same occasion.

63. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) 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 taken subsequently to the date of a meeting or adjourned meeting, 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

64. Instruments of proxy shall be in the form or to the effect following or in such other form as the Board may approve:—

“PROCON (GREAT BRITAIN) LIMITED.

“I/We, being a Member of the above-named Company hereby

“appoint

“of

“or failing him

“of

“as my/our proxy to vote for me/us and on my/our behalf

“at the annual [*or extraordinary, as the case may be*]

“General Meeting of the Company to be held on the

“day of , 19 , and at any adjournment

“thereof.

Dated this day of , 19 .

Full Name :

Signature :

Address :

The Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting.

65. 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 instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no

intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

### DIRECTORS.

66. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than three and not more than seven in number. The names of the first Directors shall be determined in writing by a majority of the subscribers to the Memorandum of Association.

67. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* to be an alternate Director if his appointor ceases for any reason to be a Director.

68. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Office and signed by the appointor.

69. The Directors shall be entitled to such remuneration as shall from time to time be determined by the Company in general meeting, and such remuneration shall be divided among the Directors as the Board may by resolution determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings or otherwise incurred while engaged on the business of the Company.

70. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid

such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

71. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

72. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor as the Board may think fit in addition to any other remuneration hereunder. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(B) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article,



and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(c) Subject to such disclosure as aforesaid, a Director may vote in respect of any contract or arrangement in which he is interested and if he do so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or arrangement shall come before the Board for consideration.

(d) Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

73. A Director shall not be required to hold any shares in the Company as a qualification for office.

74. The office of a Director shall be vacated in any of the events following, namely:—

- (A) If he resign his office by writing under his hand left at the Office.
- (B) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (C) If he be requested in writing by all his co-directors to resign.
- (D) If he be prohibited from being a Director by reason of any order made under section 188 of the Act.
- (E) If he be removed from office pursuant to Article 92.

#### POWERS AND DUTIES OF DIRECTORS.

75. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these presents and of the Act and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

76. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United

Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

77. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

78. The Company may exercise the powers conferred by section 35 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

79. The Company may exercise the powers conferred by sections 119 to 122 of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those sections) make and vary such regulations as it may think fit respecting the keeping of any such Register.

80. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital or any part thereof and to issue debentures and other securities without any restriction with regard to amount or otherwise.

81. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable 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 Board shall from time to time by resolution determine.

82. The Board shall cause minutes to be made in books provided for the purpose :—

- (A) Of all appointments of officers made by the Board.
- (B) Of the names of the Directors present at each Board or Committee meeting.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

83. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures required by section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every annual general meeting as required by that section.

#### MANAGING DIRECTOR.

84. The Board may from time to time appoint one or more of its body to the office of Managing Director or Assistant Managing Director for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Managing Director or Assistant Managing Director shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine if he cease from any cause to be a Director.

85. A Managing Director or Assistant Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or otherwise) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director.

86. The Board may entrust to and confer upon a Managing Director or Assistant Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

#### SECRETARY.

87. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and

any Secretary so appointed may be removed by the Board. No person shall be appointed or hold office as Secretary who is:—

- (A) the sole Director of the Company; or
- (B) a corporation the sole director of which is the sole Director of the Company; or
- (C) the sole director of a corporation which is the sole Director of the Company.

88. A provision of the Act or these presents 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 place of, the Secretary.

#### PENSIONS AND ALLOWANCES.

89. The Board may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

#### THE SEAL.

90. The Board shall provide for the safe custody of the Seal which shall not be affixed to any instrument except in the presence of at least two Directors or at least one Director and the Secretary and such Directors or Director and Secretary shall sign every instrument to which the Seal is so affixed in their presence. All forms of certificate for shares, stock or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and bear the autographic signatures of one or more Directors and the Secretary.

#### APPOINTMENT AND REMOVAL OF DIRECTORS.

91. The Company in general meeting and the Board shall respectively have power at any time and from time to time to elect or appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents Provided always that no person shall, unless recommended by the Board, be eligible for election to the office of a Director at any general meeting unless, not less than three and not more than twenty-one clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present 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 the person to be proposed of his willingness to be elected.

92. The Company may by extraordinary resolution, or (subject to the provisions of section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, at any time remove any Director, and may (subject to Article 91 or to the said provisions as the case may be) by an Ordinary resolution appoint another person in his stead.

#### PROCEEDINGS OF BOARD.

93. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In 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 Board Meeting.

94. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

95. The continuing Directors, may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

96. The Board may elect a Chairman and deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or deputy-Chairman be elected, or if at any meeting neither the Chairman nor the deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

97. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

98. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, as it

thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

99. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

100. A resolution in writing signed by all the Directors (or their alternate Directors) or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors (or alternate Directors) or members of the committee concerned.

101. All acts done by any Board or committee or by any person acting as a Director, notwithstanding 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 had vacated office, shall be as valid as if every such person had been duly appointed and had continued to be a Director.

#### DIVIDENDS.

102. The Company in general meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

103. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

104. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the position of the Company; the Board may also pay the fixed dividend payable on any preference shares of the Company half-yearly or other-

wise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

105. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

106. No dividend shall bear interest against the Company.

107. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the Register in respect of the shares. Every such cheque or warrant shall, unless the holder otherwise directs, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by such joint holders.

108. Any general meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient, and in particular may fix the value for distribution of any such specific assets and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to secure equality of distribution.

#### RESERVES.

109. The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

110. The Board shall transfer to share premium account as required by section 56 of the Act sums equal to the amount or value of any premiums at which shares of the Company may be issued, and, subject to the provisions of the said section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

#### CAPITALISATION OF PROFITS.

111. The Company in general meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any preference shares of the Company and accordingly that such sum be set free for distribution among the Members or any class of Members who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members or partly in one way and partly in the other, and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to such Members in the proportions aforesaid as fully paid bonus shares.

112. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the Members.

#### ACCOUNTS.

113. The Board shall cause true accounts complying with section 147 of the Act to be kept:—



- (A) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place; and
- (B) Of all sales and purchases of goods by the Company; and
- (C) Of the assets and liabilities of the Company.

114. The books of account shall be kept at the Office or, subject to section 147 (3) of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

115. The Board shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

116. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and Auditors' reports shall (subject to section 158 (1) (c) of the Act) not less than twenty-one days before the date of the meeting be sent to every Member and to 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 shares or debentures.

#### AUDIT.

117. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

#### NOTICES.

118. Any notice or other document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.

119. Any Member described in the Register by an address not within the United Kingdom or the United States of America who shall,

21

34

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Sydney Desborough  
18 Austin Friars,  
London, E.C.2.  
Solicitors' Clerk

Reginald Baron Julius Richards,  
18, Austin Friars,  
London E.C.2.  
Solicitor.

---

Dated the 17th day of August, 1951.

Witness to the above Signatures:—

J. P. Walsley  
18, Austin Friars  
London, E.C.2.  
Solicitor.

DUPLICATE FOR THE FILE.

No. 498943



## Certificate of Incorporation

I Hereby Certify, That

PROCON (GREAT BRITAIN) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

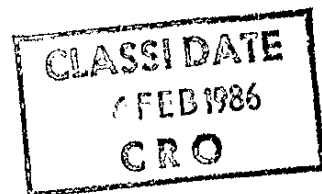
Given under my hand at London this Twenty-ninth day of August.....One Thousand Nine Hundred and Fifty-one.

*[Signature]*  
Registrar of Companies.

Certificate  
received by

*P. J. Baughair* for *Sloughes Quay 18. Austin Furs*  
*London E.C.2.* Date *28th August 1951*

498943/115



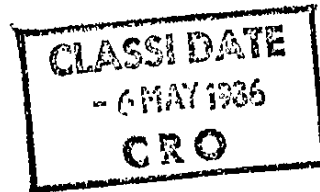
COMPANIES ACT 1985 SECTION 242, paragraph 6

The Secretary of State in exercise of his powers under Section 242 paragraph 6 of the Companies Act 1985 extends by three months the period allowed for laying and delivering accounts of PROCON (GREAT BRITAIN) LIMITED in relation to the accounting reference period ending 31 December 1984. It follows that the date on which the said period will now expire is 30 April 1986.

Dated

On behalf of the  
Secretary of State  
for Trade and Industry

498943/116



DEPARTMENT OF TRADE AND INDUSTRY

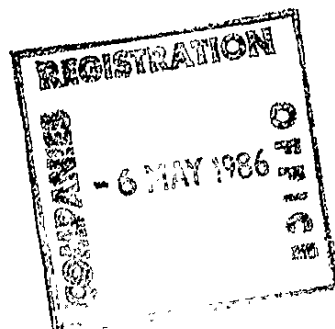
COMPANIES ACT 1985 SECTION 242, paragraph 6

The Secretary of State in exercise of his powers under section 242 paragraph 6 of the Companies Act 1985 extends by A FURTHER ONE MONTH the period allowed for laying and delivering accounts of PRIGORU (GREAT BRITAIN) LIMITED in relation to the accounting reference period ending 31 DECEMBER 1984. It follows that the date on which the said period will now expire is 31 MAY 1986.

Dated 30 May 1986

P. C. CONNOR

On behalf of the  
Secretary of State  
for Trade and Industry



**G**

COMPANIES FORM No. 242

**Notice of claim to extension of  
period allowed for laying and  
delivering accounts — overseas  
business or interests****242**

Pursuant to section 242 of the Companies Act 1985

Please do not  
write in this  
marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* Insert full name  
of company† delete as  
appropriate

To the Registrar of Companies

For official use

Company number

[ ][ ][ ][ ] 8

498 943

Name of company

\* PROCON (GREAT BRITAIN) LIMITED

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

Day Month Year

3 1 1 2 1 9 8 5

Signed

*R. M. [Signature]*

[Director][Secretary]† Date

23 OCT 1986

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

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

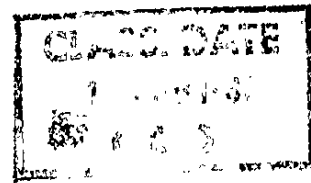
ARTHUR ANDERSEN & CO.  
1 SURREY STREET  
LONDON, WC2R 2PS  
ref: lcp

For official Use  
General Section

Post room




498943 / 120



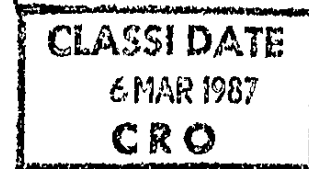
COMPANIES ACT 1985 SECTION 242, paragraph 6

The Secretary of State in exercise of his powers under Section 242 paragraph 6 of the Companies Act 1985 extends by one month the period allowed for laying and delivering accounts of PROCON (GB) LIMITED in relation to the accounting reference period ending 31 DECEMBER 1985. It follows that the date on which the said period will now expire is 28 FEBRUARY 1987.

Dated 31 JAN 1987

  
On behalf of the  
Secretary of State  
for Trade and Industry

498943



COMPANIES ACT 1985 SECTION 242, paragraph 6

The Secretary of State in exercise of his powers under Section 242 paragraph 6 of the Companies Act 1985 extends by a further two months the period allowed for laying and delivering accounts of PROCON (GB) LIMITED in relation to the accounting reference period ending 31st December 1985. It follows that the date on which the said period will now expire is 30th April 1987.

Dated 21. 4. 1987

*Robert Cassin*

On behalf of the  
Secretary of State  
for Trade and Industry