

THE BRITISH SOCIETY OF PLANT BREEDERS LIMITED
(the "Company")

(Registered in England - No. 00876811)

The following Resolutions were passed as Special Resolutions of the Company at the Annual General Meeting of the Company held at Branston Hall Hotel, Branston, Nr Lincoln on 10th May 2005 at 17.00.

SPECIAL RESOLUTIONS

1 **THAT** the regulations contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof;

2 **THAT** the provisions of the Company's Memorandum of Association with respect to its objects be altered by the amendment of object 29 as follows:

"To promote and form or amalgamate and/or consolidate with other companies having or intended to have all or any of the object of the Company and to transfer to any such company all or any of the property, assets or undertaking of the Company and to take or otherwise acquire and hold shares, debentures or other securities of any such company and to subsidise or otherwise assist any such company".

Dated 10th May 2005

.....
Chairman



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COMPANIES HOUSE 25/05/05

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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL****ARTICLES OF ASSOCIATION
of
THE BRITISH SOCIETY OF PLANT BREEDERS LTD.**

(adopted by Special Resolution passed on 3 December 1986)

INTERPRETATION**Article 1**

The Regulations set out in the Companies (Tables A-F) Regulations 1985 shall not apply to the Company and they are hereby excluded.

The Regulations set out in the Company's Act 1985 (Electronic Communications) Order 2000 shall apply to the Company.

Article 2

In these Articles, if not inconsistent with the subject or the context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set out opposite to them respectively in the second column thereof:-

<u>WORDS</u>	<u>MEANINGS</u>
Act	The Companies Act 1985 as from time to time extended, amended or re-enacted.
Articles	The Articles of Association for the time being of the Company
Associate Members	Persons, firms or corporations admitted to membership as Associate Members in accordance with the provisions of these Articles
Auditors	The auditors of the Company from time to time
Board	The Board of Directors for the time being of the Company
Chairman	The Chairman of the Board
Chief Executive	A Chief Executive (if any) appointed pursuant to Article 82
Company	The British Society of Plant Breeders Ltd.
Corporation	A company and includes any incorporated or <i>unincorporated association, organisation or institution</i>

Deputy Executive Representative	A deputy representative of a Member appointed pursuant to Article 48.
Directors	The directors of the Company
Executive Representative	A representative of a Member appointed pursuant to Article 48
Full Members	Persons, firms or corporations admitted to membership as Full Members in accordance with the provisions of these Articles
General Meeting	An Annual General Meeting or an Extraordinary General Meeting of the Company
In writing	Written, or produced by printing, lithography, photography or other mode of representing or reproducing words in a legible and non-transitory form.
Members	Full Members and Associate Members
Memorandum	The Memorandum of Association for the time being of the Company
Month	A calendar month
Office	The registered office for the time being of the Company
Secretary	The Secretary for the time being of the Company or any other person appointed by the Board to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
United Kingdom	Great Britain and Northern Ireland
Vice Chairman	The vice chairman (if any) of the Company, elected pursuant to Article 76.
Working Party	Any committee appointed from time to time by the Board in accordance with Article 83.
Year	A calendar year

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine gender.

The headings are inserted for convenience only and do not affect the instructions of these Articles.

Subject as aforesaid, any words or expressions defined in the Act, if not inconsistent with the subject or context, shall bear the same meanings in these Articles.

MEMBERSHIP

Article 3

The Board may from time to time limit membership of the Company to such number of Members as it sees fit.

Article 4

The membership of the Company shall be limited to:-

(a) Full Members

(b) Associate Members

And the Board shall devise and keep under review the criteria for membership to be satisfied by applicants wishing to be admitted as Full Members or Associate Members.

Any person, firm or corporation which immediately prior to the adoption of these Articles was a member of the Company shall be a Full Member.

Article 5

Each and every applicant for membership shall submit to the Board an application form in the form supplied to him by the Board.

Article 6

The Board shall within fifty-six days of receipt of an application form inform the applicant in writing of whether or not his application for membership has been successful provided that the Board shall have an absolute discretion to refuse membership to any applicant without assigning any reason for such refusal.

Article 7

An applicant who is successful in his application for membership shall within fourteen days of being so notified pay to the Company a membership fee of £25 (or such other sum as is from time to time fixed by the Board as the membership fee).

Article 8

(a) Applications for membership by a firm must be signed by all the partners in the firm and, in the event of a successful application for membership, all such partners shall be deemed to have become a Member under the firm name.

(b) All changes in the constitution of any firm which is a Member must be immediately notified in writing to the Secretary, who shall record the same, and every new partner joining the firm shall forthwith notify the Secretary in writing that he agrees to become a Member of the Company under the firm name as then constituted and to be bound by the Memorandum and the Articles.

(c) If any firm which is a Member, or any partner therein, shall neglect to comply with the requirements of the preceding paragraph, within fourteen days after being required by the Secretary in writing to do so, the Board may without further notice to such Member resolve that its membership be determined, and thereupon its membership shall forthwith cease and determine.

Article 9

Each and every Member shall pay an annual subscription (at the time and in the manner from time to time notified in writing to the Member by the Board) as follows:-

- (a) Full Members a sum of not more than £4,000 and not less than £250; and
- (b) Associate Members a sum of not more than £2,500;

Provided that the amount of the annual subscription may be varied from time to time by the Board on notice in writing to the Member.

Article 10

A Member may resign his membership of the Company by giving at least three months notice in writing to the Secretary, of his intention to do so and upon the expiration of such notice he shall cease to be a Member and shall cease to have any interest in, or claim upon, the funds, property or moneys of the Company.

Article 11

(a) In the event of any Member ceasing to carry on or modifying the business carried on by it at the date it became a Member it shall be the duty of the Board to consider its continuing membership and, accordingly if at any time the Board consider that the Member has so ceased or modified its business in a manner incompatible with the criteria for membership from time to time adopted by the Board, the Board shall forthwith give to such Member not less than fourteen days' notice in writing that unless the Member satisfies the Board on or before the expiration of the period specified in the notice that it has not so modified or ceased to carry on business the Board shall terminate its membership.

(b) At the expiration of the period so notified, the Board shall meet and shall consider any representations made, either in writing or orally at the meeting, by or on behalf of the Member concerned, and such other evidence as may be available, and if the Board is then satisfied that the Member has so modified or ceased to carry on business as aforesaid it shall thereupon resolve that its membership be terminated, and it shall cease to be a Member accordingly. The decision of the Board on whether a Member has modified or ceased to carry on such business as aforesaid shall be conclusive but nothing herein shall prevent a Member whose membership has been so terminated as aforesaid from being at any time re-elected to membership on satisfying the Board that it is again carrying on such a business which is compatible with the criteria for membership.

(c) The membership of an individual member shall cease on his death but without prejudice to the liability of his estate under Article 106.

(d) The membership of a firm shall terminate immediately upon its dissolution but without prejudice to any liability arising under Article 106.

(e) In the event of a sale by a Member of all of its business or a change of Control of the Member the Board in its sole discretion may grant the purchaser of such business membership of the Company upon such terms as it may think fit and in particular the Board may agree to credit such purchaser with the amount of contributions and subscriptions paid by the selling Member.

For the purposes of this article 11(e) "Control" shall mean direct or indirect beneficial ownership of more than 50% of the share capital, stock or other participating interest carrying the right to vote or to distribution of profits of a Member, as the case may be,

and/or to direct the affairs of a Member whether by virtue of the ownership of shares, contract or otherwise.

Article 12

Without prejudice to any other provision of these Articles, the Board may either deprive a Member of membership of the Company for such period as the Board may think fit or may expel a Member in any of the following circumstances:-

- (a) If such Member has in the opinion of the Board been guilty of conduct which may bring the Company into disrepute;
- (b) If such Member is in breach of any of its obligations under these Articles which although capable of being remedied is not remedied after one month's notice in writing from the Board requiring such breach to be remedied or if such Member is in breach of any of its obligations under these Articles which is incapable of being remedied;
- (c) If any Member being a person or any of the parties in a Member firm is adjudicated bankrupt or being a corporation goes into liquidation whether compulsory or voluntary except for the purpose of a reconstruction or amalgamation on terms approved by the Board in writing;
- (d) If a receiver or administrative receiver is appointed of the business or undertaking of any Member or of any part thereof or a petition is presented for the making of an administration or Deputy Executive Representative against a Member;
- (e) If any Member makes any composition or arrangement for the benefit of creditors;
- (f) If any Member shall not or threaten to not pay its annual subscription;
- (g) If a distress or execution be levied upon the property of any Member or any part thereof; and
- (h) If any Member after reasonable notice refuses or neglects to comply with any request made by the Board pursuant to these Articles.

Article 13

The Board shall have the right on all matters concerning the membership or potential membership of the Company to make such enquiries, to interview such persons and to require any statement or evidence to be made in writing in each case as it shall in its absolute discretion think fit.

Article 14

Any Member who has resigned or whose membership has been terminated otherwise than by expulsion may be re-admitted to membership by the Board in accordance with these Articles. Any Member who has been expelled shall be eligible for re-election only by ordinary resolution of the Company duly passed at a General Meeting.

Article 15

A Member who is re-admitted or re-elected shall pay the membership fee unless such fee is waived by the Board.

Article 16

A Member who has resigned its membership or who has been expelled from the Company or whose membership has been terminated or suspended shall not be entitled to receive any refund of payments made to the Company whether in respect of membership fees or annual subscriptions or otherwise and shall forfeit all interest (if any) in the funds, property or moneys of the Company.

Article 17

Membership and the privileges thereof, shall not be transferable save as may be provided by these Articles.

GENERAL MEETINGS**Article 18**

Save where the Company has passed an elective resolution pursuant to the Act dispensing with the requirement, 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. In the absence of an elective resolution, 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 at such place as the Board shall determine.

Article 19

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Article 20

The Board may convene an Extraordinary General Meeting whenever it thinks fit and, on the requisition of Full Members (or Associate Members or Associate Member and full Members if Associate Members shall be entitled to vote thereat pursuant to Article 43) in accordance with the provisions of the Act, it shall forthwith convene an Extraordinary General Meeting.

Article 21

If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board, or any five Full Members may convene an Extraordinary General Meeting or Meetings of the Company in the same manner as nearly as possible as that in which General Meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS**Article 22**

An Annual General Meeting and an Extraordinary General Meeting for the passing of a special resolution shall be called by twenty-one days' notice at the least, and all other Extraordinary General Meetings shall be called by fourteen days' notice at the least unless the provisions of the Act otherwise require. 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. Every notice shall be in writing and shall specify the place, the day and time of the meeting and the general nature of the business or, in the case of special, extraordinary or elective resolutions, the exact wording of the proposed resolutions. Notice shall be given in the manner hereinafter mentioned to all Members and to the Directors and Auditors for the time being of the Company.

Article 23

A meeting shall, notwithstanding that it is called by shorter notice than that specified in Article 22, 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 Full Members (or of all Members if Associate Members shall be entitled to vote thereat pursuant to Article 43) having the right 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 representing not less than 90% (or such lesser percentage as the Company has elected by elective resolution pursuant to the Act) of the total voting rights at that meeting of all the Full Members (or of all Members if Associate Members shall be entitled to vote thereat pursuant to article 43).

Article 24

The accidental omission to give notice of any meeting or (in cases where forms of proxy are sent with the notice of the meeting) the accidental omission to send such form of proxy with the notice to, or the non-receipt of any notice of meeting or such form of proxy by, any member, any Director or the Company's Auditors shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS**Article 25**

Not used.

Article 26

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Article 27

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of, or by 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 and place as the Board may determine, and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Members present in person or by proxy shall be a quorum.

Article 28

The Chairman or failing him, a member of the Board nominated by the Board shall, preside at all General Meetings of the Company. If neither the Chairman nor any member of the Board nominated as aforesaid is present within fifteen minutes after the time appointed for holding the meeting or if neither of them is willing to act as Chairman of the meeting, the Members present shall choose one of their number to be the chairman of the meeting.

Article 29

The chairman of the meeting may, with the consent of any such meeting at which a quorum is present and shall if directed by such 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 the business left unfinished 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 in like manner as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.

Article 30

At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is, before, or on the declaration of the result of the show of hands, demanded. A poll may be demanded:-

(a) by the chairman of the meeting; or

(b) by at least five members present in person or by proxy or through their Executive Representatives or Deputy Executive Representatives and entitled to vote on the resolution; or

(c) by any member or members present in person or by proxy or through their Executive Representatives or Deputy Executive Representatives and representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

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

Article 31

If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall be in the opinion of the chairman of the meeting of sufficient magnitude to vitiate the result of the voting.

Article 32

If a poll is duly demanded it shall (subject as herein provided) be taken in such manner and at such place as the chairman of the meeting shall direct. Any poll duly demanded on the election of a chairman of a meeting, or any question of adjournment, shall be taken at the meeting and without adjournment. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case, at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.

Article 33

In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a Member or as an Executive Representative or Deputy Executive Representative of a member.

Article 34

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 termination of the meeting or the date fixed for the taking of the poll but only, in each case, with the consent of the chairman of the meeting, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

VOTES OF MEMBERS**Article 35**

Subject to the provisions of these Articles (in particular Article 43) the following persons shall be entitled to be present and vote at a General Meeting and reference in these Articles to members present in person at a General Meeting shall mean such of the following persons as are present :-

(a) a Member being an individual who has not appointed an Executive Representative;

(b) an Executive Representative of a Member;

(c) in the absence of the Executive Representative of a Member, the Deputy Executive Representative of such member; and

(d) in the absence of both the Executive Representative and the Deputy Executive Representative of a Member being a corporation, any representative who has been duly appointed in accordance with the provisions of the Act.

Article 36

Subject to the provisions of these Articles (in particular Article 43) at General meetings each Member present in person on a show of hands shall have one vote and upon a poll each Member present in person or by proxy or through his Executive Representative or Deputy Executive Representative shall have one vote.

Article 37

On a poll votes may be given either personally or by proxy or (in the case of a corporate member) by a duly authorised representative. A Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Article 38

An instrument appointing a proxy shall be in writing and shall be valid when given on behalf of a Member who is an individual and who has not appointed an Executive Representative under the hand of such member or his attorney duly authorised in writing and in any other case shall be valid if given under the hand of the Executive Representative or Deputy Executive Representative of the member on whose behalf the proxy is given.

Article 39

No person shall act as a proxy unless he is entitled on his own behalf or as an Executive Representative or as a Deputy Executive Representative to be present and vote at a meeting at which he acts as proxy provided always that an Executive

Representative (or in his absence a Deputy Executive Representative) shall be entitled to exercise a proxy in favour of the Member whom he represents and a Deputy Executive Representative shall be entitled in the absence of an Executive Representative to exercise a proxy given in favour of the Executive Representative to whom he has been appointed a deputy.

Article 40

The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid except in the case of instruments of proxy in respect of the first General Meeting of the Company held after the adoption these Articles which shall be deemed to be valid if they are in the possession of the secretary at the meeting.

Article 41

An instrument appointing a proxy may be in the following form, or in any other form which the Board may approve:-

"The British Society of Plant Breeders Limited

I

o

being a Member or the Executive Representative or Deputy Executive Representative of a Member (as the case may be) of the British Society of Plant Breeders Limited HEREBY APPOINT

of

as my proxy to vote on my behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company to be held

at

on the day of 20..... and at any adjournment thereof.

Dated this day of 20

(Signed)"

Article 42

No Member who is in arrears for more than twenty-one days with its annual subscription or any other sum due to the Company in respect of its membership shall be entitled to be present or vote in either case whether in person or by proxy or through his Executive Representative or Deputy Executive Representative at any General Meeting; provided that such restriction shall cease to apply, if the membership of the Member is not terminated, when payment of such arrears and any interest levied by and costs of, the Company in respect of the same is made.

Article 43

Associate Members shall not be entitled to vote on any resolution at a General Meeting other than a resolution to alter the provisions of this Article or of Articles 83 to 89.

Article 44

No objection shall be made to the validity of any vote except at the meeting or at the taking of the poll at which such vote shall be tendered and every vote not disallowed at such meeting or at such taking of a poll shall be deemed valid.

Article 45

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 the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

MINUTES**Article 46**

Proper minutes of all proceedings at General Meetings and at Working Party meetings shall be kept by the Secretary and all resolutions passed at such meetings shall be entered in minute books to be kept for that purpose. The Secretary shall within twenty-eight days after each meeting send copies of the minutes thereof to each Member.

Article 47

The members of the Board shall cause minutes to be made in minute books provided for the purpose of:-

- (a) all appointments of officers made by the Board
- (b) the names of the members of the Board present at each meeting of the Board and at each meeting of any committee thereof; and
- (c) of all resolutions and proceedings at all meetings of the Board and any meeting or committee thereof.

EXECUTIVE REPRESENTATIVES AND DEPUTY EXECUTIVE REPRESENTATIVES**Article 48**

A Member other than a Member who is an individual shall appoint a representative referred to in these Articles as an Executive Representative to act on behalf of such Member at General Meetings of the Company and in relation to all other rights of membership of the Company. A Member other than a Member who is an individual may also appoint a Deputy Executive Representative who shall have power in the absence of the Member or Executive Representative of such Member to act on behalf of such Member as aforesaid.

Article 49

No person shall without the consent of the Board be appointed as an Executive Representative or Deputy Executive Representative of a Member unless such person is in the full time employment of such Member or where a firm is a Member, is a partner in the firm or where a corporation is a Member, is an officer of such corporation.

Article 50

The appointment of an Executive Representative or Deputy Executive Representative shall be in writing, in the case of a firm by all the partners in the firm or their duly authorised attorneys, and in the case of a corporation by an officer duly authorised in that behalf.

Article 51

All appointments of an Executive Representative or Deputy Executive Representative shall be delivered to the Office and shall be revocable at will by notice in writing signed in the same manner as an appointment is directed to be signed and delivered at the Office.

Article 52

No appointment or revocation shall be effective until forty-eight hours shall have expired from notice thereof having been received at the office in accordance with Article 51.

CHAIRMAN**Article 53**

There shall be a chairman of the Company who shall be a Full Member or Executive Representative or Deputy Executive Representative of a Full Member and who shall be elected at the first General Meeting of the Company in each year (subject to the provisions of these Articles). The Company shall hold such a General Meeting in each year more than 10 months but less than 13 months after the previous such General Meeting (and for the purposes of these Articles each such General Meeting shall be referred to as the Relevant General Meeting " as the context requires). Subject to the provisions of these Articles, any Chairman so elected shall hold office until the conclusion of the third Relevant General Meeting at which he was last re-elected when the Chairman shall retire and be eligible for re-election PROVIDED THAT no ordinary resolution is passed at any Relevant General Meeting either to remove the Chairman from office or to elect another person in his stead. Any vacancy in the office of Chairman occurring during any year may be filled at any General Meeting of the Company and any Chairman so elected to fill such a vacancy shall hold office until the conclusion of the next Relevant General Meeting of the Company. The Chairman shall by virtue of his office be a member of the Board.

The Chairman of the Company duly elected from time to time shall also be deemed to be the Chairman of the Board.

Article 54

The Company may by ordinary resolution passed at a General Meeting specially convened for the purpose remove the Chairman from office. The Chairman shall on ceasing to be a Director, Full Member, Executive Representative or Deputy Executive Representative forthwith cease to hold office.

BOARD MEMBERS**Article 55**

No person shall be eligible for election or reappointment as a member of the Board unless he is a full member being an individual, or the Executive Representative or Deputy Executive Representative of a Full Member. Unless and until otherwise determined by ordinary resolution of the Company in General Meeting and subject to the right of co-option contained in Article 61 there shall be a maximum of eight and a minimum of two members of the Board including the Chairman.

Article 56

At the first Annual General Meeting held after the adoption of these Articles all the members of the Board shall retire and at each Annual General Meeting held thereafter one third of the members of the Board, or if their number is not three or a

multiple of three, the number nearest to one third shall retire from office but, if there is only one member of the Board, he shall retire.

Article 57

Subject to the provisions of the Act, the members of the Board to retire by rotation shall be those who have been longest in office since their election or re-appointment, but as between persons who became or were last re-appointed members of the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Article 58

If the Company, at the meeting at which a member of the Board retires by rotation, does not fill the vacancy, the retiring member of the Board shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member of the Board is put to the meeting and lost.

Article 59

Subject as aforesaid, a member of the Board who retires at an Annual General Meeting may, if willing to act, be re-appointed.

Article 60

Without prejudice to the provisions of the Act, the Company may, at any time by special resolution at a General Meeting remove any member of the Board from office *before the expiration of his period of office, and if the Board member so removed was not co-opted under Article 61 below, may by ordinary resolution elect another person in his stead. Any person so elected shall be subject to retirement at the next Annual General Meeting and shall then be eligible for reappointment.*

Article 61

The members of the Board shall have power from time to time and at any time to appoint any Member to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board, but so that subject to the power of co-option hereinafter contained the total number of members of the Board shall not at any time exceed six. Any member of the Board so appointed shall retire from office at the next Annual General Meeting following and shall then be eligible for re-election. In addition the members of the Board shall have power from time to time and at any time to co-opt two Members on to the Board as additions to the existing Board but so that (subject to Article 55) the total number of members of the Board shall not at any time exceed eight. Co-options by the Board should be accepted provided that there is no more than one vote by the existing Directors against the nomination. Any member of the Board so co-opted shall retire from office at the next Annual General Meeting following and shall be eligible to stand for election as a member of the Board.

Article 62

Unless and until otherwise determined by special resolution of the Company, either generally or in any particular case, a member of the Board shall be required to vacate his office as a member of the Board on or by reason of his attaining or having attained the age of seventy at the conclusion of the Annual General Meeting commencing next after he attains the age of seventy and any member of the Board *retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a member of the Board shall not be capable of being re-appointed or appointed as the case may be, as a member of the Board if, at the time of such re-appointment or appointment he has reached the age of seventy, and it*

shall be necessary to give to the Members notice of the age of any member of the Board or person proposed to be re-appointed or appointed as such.

Article 63

The office of a member of the Board shall be vacated in any of the following circumstances:-

- (a) if he resigns his office in writing addressed to the Company and deposited at the Office;
- (b) if, having been a Full Member, he shall for any reason cease to be a member;
- (c) if, having been appointed as an Executive Representative or Deputy Executive Representative of a Full Member, such Full Member ceases to be a Full Member or if he ceases to be the Executive Representative or Deputy Executive Representative of such Full Member;
- (d) if before the expiration of his period of office the Company by special resolution at a General Meeting removes him from office;
- (e) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (f) if he becomes incapable by reason of mental or physical disorder of discharging his duties as a member of the Board;
- (g) if he is absent from meetings of the Board for more than six consecutive months without permission of the Directors and the Board resolves that his office be vacated;
- (h) if he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a director; and
- (i) if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director or a Director appointed to any other executive office such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Article 64

(a) Subject to the Act, no member of the Board shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, or from being interested in any contract or arrangement entered into by or on behalf of the Company, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any member of the Board shall be in any way interested be avoided nor shall any member of the Board so contracting, or being so interested account to the Company for any profit realised by him from such contract or arrangement in which he shall be so interested by reason of such member of the Board holding that office or the fiduciary relation thereby established, but it is declared that as regards such contract or arrangement the nature of his interest must be disclosed by him in accordance with the provisions of the Act.

(b) Subject to the Act, a member of the Board may vote in that capacity in respect of any contract which he shall make with the Company or in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall be

counted and he shall be counted for the purpose of constituting a quorum of the Board. A general notice that a member of the Board is a member of a specified firm, corporation or body of trustees shall be 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 any such firm, corporation or body of trustees provided that no such notice shall be of effect unless it is either given at a Board meeting or the director giving it takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.

(c) A member of the Board shall not be deemed to be interested in any contract or arrangement with any corporation by reason only of his being an officer of such corporation or of his holding capital of such corporation if the capital he holds does not exceed one percent of the issued share capital of such corporation.

(d) A member of the Board shall be deemed to be interested in any application for membership submitted to the Company by any corporation of which he is an officer or of whose issued share capital he holds not less than one percent or by any firm in which he is a partner.

(e) No member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and no remuneration or other benefit or money's worth shall be given by the Company to any member of the Board except repayment of out of pocket expenses as may be provided by these Articles.

Article 65

(a) A member of the Board may, subject to the unanimous consent of the Board agreement, be or become a director or other officer of any other corporation, including any corporation promoted by the Company in which the Company is or may be or becomes interested as a vendor, shareholder or otherwise and may subscribe for guarantee the subscription of or otherwise acquire shares in or securities of any such corporation, provided that no member of the Board shall be entitled to any remuneration, salary or other benefit or profit received as a director or officer of any such corporation provided by the Company. The Board may also exercise the voting powers conferred by the shares in any such other corporation in such manner in all respects as they think fit, including voting in favour of any resolution appointing members of the Board or any of them as directors or other officers of any corporation but subject to the provision last aforesaid. Any member of the Board 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 other officer of such corporation subject as aforesaid.

(b) No member of the Board shall without the unanimous consent of the Board be entitled to any remuneration for any professional services rendered by him in a professional capacity to the Company, and no firm of which he is a partner and no corporation of which he is an officer or of whose issued share capital he holds more than one percent shall be entitled to any remuneration for any professional services rendered by such firm or corporation to the Company.

Article 66

The members of the Board may act notwithstanding any vacancy in their number, but if and so long as the number of members of the Board is reduced below the minimum number fixed by or in accordance with these Articles, the continuing member of the Board or members of the Board may act for the purpose of filling up vacancies in their number or of calling a General Meeting of the Company but not for any other purpose.

POWERS OF THE BOARD

Article 67

The business and affairs of the Company shall be managed by the Board, who subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution may exercise all the powers of the Company.

Article 68

(a) The funds, property or moneys of the Company shall be under the control of the Board who shall have the power to deal with, invest or otherwise dispose of them as they think fit for the purposes for which the Company is established, but subject to the restrictions contained in the next paragraph. A minute of the Board that a sum be paid to a person named therein shall be sufficient and conclusive evidence that it was properly so paid and applied within the objects of the Company.

(b) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum and no portion thereof shall be paid directly or indirectly transferred, by way of dividend, bonus or otherwise howsoever by way of profit to the members, provided that nothing herein contained shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the Company, or to any Member, in return for any services actually rendered to the Company, subject to and in accordance with these Articles.

Article 69

All cheques, promissory notes, drafts, bills of exchange and other negotiable or 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 may from time to time by resolution determine.

Article 70

The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, provident or superannuation funds or schemes for providing life assurance or other benefits for the benefit of and give or procure the giving of all pensions, allowances gratuities or bonuses to nay persons who are or were at any time in the employ or service of the Company or of any corporation in which the Company is interested, and the wives, widows, families and dependents of any such persons.

Article 71

The Board may by power of attorney appoint any corporation, 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 Articles) 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 such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. The Board may revoke or vary any such appointment or delegation.

Article 72

Members of the Board shall be reimbursed travelling, hotel or other expenses properly incurred by them in connection with the business and affairs of the Company

or in attending and returning from meetings of the Board or of any committee established by the Board of which they are members respectively or of the General Meeting of the Company but subject as otherwise provided in these Articles the members of the Board shall not be entitled to any payment from the Company whether by way of remuneration or otherwise.

BORROWING POWERS

Article 73

Subject as hereinafter provided the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets and to issue debentures debenture stock, and other securities whether outright or as a collateral security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF THE BOARD

Article 74

The Board shall meet as often as it may determine and the Secretary on the written requisition of the Chairman or any other two members of the Board, shall call a meeting of the Board, or any five Members stating the business to be brought before the meeting. No less than seven days' notice in writing of every meeting shall be given to every member of the Board, provided that with the consent of every member of the Board a meeting may be convened without such notice. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom but if a Director notified the Company in writing of an address in the United Kingdom to which notice of meetings of the Board is to be given to him when he is absent from the United Kingdom he shall, if so absent, be entitled to have notice given to him at that address; but the Company shall not be obliged by virtue of the Paragraph to give any Director a longer period of notice than he would have been entitled to had he been present in the United Kingdom at that address. No business shall be transacted at any meeting of the Directors unless a quorum is preset, save for the filling of vacancies or calling a General Meeting.

Article 75

The quorum necessary for the transaction of the business of the Board shall be not less than two members of the Board or such other number as the Board may from time to time determine.

Article 76

The members of the Board shall elect a Vice Chairman of the Company from their number who shall hold office for one year from the date of his election at which time he shall vacate his office but without prejudice to the foregoing may, if willing to act be reappointed. The Chairman shall preside at all meetings of the Board but if the Chairman is not present within five minutes after the time appointed for holding the meeting the vice Chairman shall act as Chairman for that meeting and if neither the Chairman or vice Chairman is so present the members of the Board shall elect a chairman for that meeting.

Article 77

The Chairman shall preside at all meetings of the board but if the Chairman is not present within five minutes after the time appointed for holding the meeting the vice Chairman shall act as Chairman for that meeting and if neither the Chairman or vice Chairman is so present the members of the Board shall elect a chairman for that meeting.

A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him,) be entitled to notice of meetings of Directors and to attend and vote as a Director at present and generally at such meeting to have an exercise all the powers, rights, duties and authorities of his appointer. Every such alternate shall also be entitled in the absence from the United Kingdom of his appointer to sign on such appointer's alternate shall be an officer of the Company and shall not be deemed to be the agent of his appointer. A Director may by writing under his hand deposited at the Office at any time revoke the appointment of an alternate appointed by him. If a director shall die or cease to hold the office of Director, the appointment of his alternate shall thereupon cease and determine; provided that if any Director retires but is reappointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his appointment as if he had not so retired.

Article 78

A resolution in writing signed by the members of the Board, sub-committee or special committee of the Board, for the time being in the United Kingdom, provided they constitute a quorum shall be effective as a resolution passed at a meeting of the Board duly convened and held and such resolution in writing may consist of several documents in like form each signed by one or more of such members but a resolution executed by an alternate director need not also be executed by his appointer and if it is executed by a Director who has appointed an alternate Director, it need not also be executed by the alternate Director in that capacity.

Article 79

Questions arising at any Board meeting shall be determined by a majority of votes. Each member of the Board shall have one vote. In case of an equality of votes the person acting as Chairman of the meeting shall have a further or casting vote. A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates in the meeting is able:

- (a) to hear each of the other participating Directors addressing the meeting; and
- (b) if he so wishes to address each of the other participating Directors simultaneously

whether directly, by conference telephone or by any other form of communication equipment (whether in use when this Article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of Directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting.

Article 80

All acts done by any meeting of the Board or by any person acting as a member thereof shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Board or person acting as aforesaid, or that they or any of them were disqualified or had vacated

office or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified and had continued to be, a member of the Board.

Article 81

The Board may delegate any of their powers to a sub-committee or special committee of the Board or the Chief Executive (if any). Any such delegation may be made subject to any conditions the members of the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of members of the Board so far as they are capable of applying.

Article 82

The Board shall be responsible for the appointment of such staff of the Company as the Board shall determine to be desirable for the proper administration of the Company's affairs and may appoint a Chief Executive to conduct on its behalf the day to day running of the Company. The Chief Executive shall not be a Director and may exercise such powers and shall undertake such duties as from time to time are specifically delegated to him by the Board and it shall be the duty of any Chief Executive so appointed to report regularly to the Board on the day to day running of the Company and bring to the attention of relevant Working Parties matters relative to their functions as prescribed by the Board from time to time.

WORKING PARTY

Article 83

The Board may appoint any Working Party and members of such Working Party for such purpose and with such functions as the Board in its absolute discretion thinks fit including reporting to and advising the Board through the Chief Executive or other senior Executive of the Company and dissolve any Working Party at any time as it in its absolute discretion thinks fit. Working Parties shall comprise such number of members or representatives of members not being individuals as the Board in its absolute discretion thinks fit

Article 84

The Chairman of each Working Party shall be nominated by the Board which shall make such rules as it sees fit for the conduct of meetings of Working Parties and the production of minutes of such meetings.

Article 85

Subject to the provisions of these Articles, Members shall be entitled to nominate any Member or representative of a Member not being an individual for membership of any Working Party.

Article 86

Nominations in respect of any Working Party already in existence may be submitted at any time by Members for the consideration of the Board.

Article 87

In respect of new Working Parties, within 14 days of the decision of the Board to set up such new Working Party, the Secretary shall send notice of such decision to all Members inviting nominations for membership of such Working Party and stipulating a date not less than 14 days from the date of the notice by which nominations must be received (the final date).

Article 88

To be valid, nominations for membership of Working Parties must be in writing, state the name of the proposers and must be received in the case of nominations for a new Working Party at the Office no later than the final date.

Article 89

The Secretary shall give notice in writing to all members of any appointments made to any Working Party.

SECRETARY**Article 90**

The Secretary shall hold office at such salary and on such conditions as may from time to time be determined by the Board and may be removed by the Board.

Article 91

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

Article 92

No one person shall act both as a member of the Board and as Secretary if the office of Secretary is for the time being a salaried office of the Company or an office paid by fees, or if the Secretary is for the time being or at any time entitled to any remuneration or other benefit in money or money's worth except repayment of out of pocket expenses properly incurred on or about the business and affairs of the Company.

Article 93

Not used.

ACCOUNTS**Article 94**

The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

Article 95

The books of account shall be kept at the Office or (subject to the provisions of the Act) at other such place as the Board thinks fit, and shall always be open to the inspection of the Board. No Member (other than a Member of the Board) 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 or by the Company in General Meeting.

Article 96

The Board shall from time to time in accordance with the provisions 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 specified in the Act.

Article 97

A printed copy of the reports of the members of the Board and of the Auditors accompanied by printed copies of the balance sheet, income and expenditure account and other documents required by the Act to be annexed to the balance sheet shall, not less than twenty-one days before the date of the Annual General Meeting be delivered or sent by post to the registered address of every Member and to the Auditors.

Article 98

Every account of the Board when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall if the Board shall so resolve forthwith be corrected and thereupon be conclusive.

AMALGAMATION/ CONSOLIDATION**Article 99**

The Company shall have power to amalgamate and/or consolidate with any one or more companies limited by guarantee and not having a share capital on such terms as the Company may by special resolution determine at a General Meeting convened for the purpose.

NOTICES**Article 100**

Any notice or document in writing may be served by the Company on any Member either personally or by pre-paid registered or recorded delivery letter or facsimile transmission or electronic mail addressed to each member at his address in the register.

Article 101

Any notice required to be given to the Company by the Members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement, which shall be inserted in at least one leading daily newspaper published in London.

Article 102

Any Member whose address in the register is not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address. Save as aforesaid no Member other than a member whose address in the register is within the United Kingdom shall be entitled to receive any notice from the Company.

Article 103

Any notice requisition or other document which is required by these Articles or by the Act to be served on the Company or members of its Board (or any of them) or the Secretary may be served by leaving it at the Office.

Article 104

Any notice or other document, if served by post, shall be deemed to have been served 48 hours after the letter containing the same was posted and any notice or other document served by telex or facsimile transmission or electronic mail shall be deemed to have been served upon despatch and in proving such service it shall be sufficient to prove that the letter or facsimile transmission or electronic mail containing the notice or document was properly addressed and as the case may be stamped and posted or despatched. A notice to be given by advertisement shall be deemed to have been served before noon on the day on which the advertisement appears.

WINDING UP**Article 105**

If upon the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other corporation or corporations having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 of the Memorandum, such corporation or corporations to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

Article 106

Every Member shall contribute to the assets of the Company in the event of the same being wound up while he is a Member or within one year if he ceases to be a Member for payment of debts and liabilities of the Company contracted before he ceased to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

INDEMNITY**Article 107**

Subject to the provisions of the Act and of these Articles every director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as an auditor) shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, PROVIDED that in the case of any Director of the Company such indemnity shall not apply to any liability of that Director:

- (a) to the Company;
- (b) to pay any fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
- (c) incurred:

- a. in defending any criminal proceedings in which he is convicted or any civil proceedings brought by the Company or any of its [associated companies] in which judgment is given against him; or
- b. in connection with any application under any statute for relief from liability in respect of any such act or omission in which the Court refuses to grant him relief, in each case where the conviction, judgement or refusal by the Court is final within the meaning stated in section 309B of the Act.