

Company No. 983376

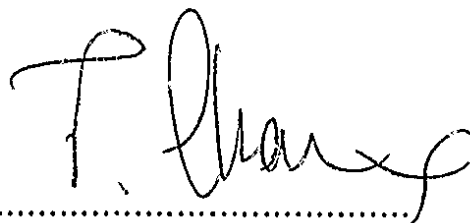
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**INDEPENDENT NEWSPAPERS HOLDINGS LIMITED**

**Passed 10 November 1987**

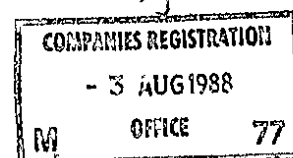
At an Extraordinary General Meeting of the Company duly convened and held at 7/9 Rathbone Street London W1P 1AF on 10 November 1987 the following Resolution was duly passed as a special Resolution:

**SPECIAL RESOLUTION**

THAT the regulations contained in the printed document of which a copy has been produced to this Meeting and initialled by the chairman of the Meeting for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing of its existing Articles of Association.



.....  
Chairman



Company Number 983376

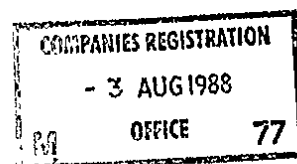
THE COMPANIES ACTS 1948 to 1967

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MEMORANDUM  
and  
ARTICLES OF ASSOCIATION  
of  
INDEPENDENT NEWSPAPERS HOLDINGS LIMITED

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Incorporated on 30th June 1970



THE COMPANIES ACT 1948 TO 1967  
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COMPANY LIMITED BY SHARES  
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MEMORANDUM OF ASSOCIATION

OF

INDEPENDENT NEWSPAPERS HOLDINGS LIMITED

1. The name of the Company is "Independent Newspapers Holdings Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) (1) To carry on business as general publishers and as proprietors and publishers of trade and business directories, periodicals, newspapers and journals; to rent or sell advertising space in all kinds of media including any publications, whether by the Company or not, and display sites, and generally to print and publish periodicals, journals and books.
  - (2) To carry on business as advertising and publicity agents and specialists, press cutting agents, advertising contractors, bill posters, advertising consultants, commercial artists, signwriters, designers and illustrators, display specialists and contractors, sales consultants and specialists and business advisers and organisers.
  - (3) To purchase, take on lease, or otherwise acquire advertising and display sites for posters, and to use, let, sell or otherwise dispose of the same as may be thought fit.
  - (4) To carry on business as leaflet distributors and as direct mail specialists, consultants and advisers; to compile and sell mailing lists and to act as consultants and specialists on mail order trading.
- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop

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\* The Company changed its name by Special Resolution passed on 28th July 1977 from "Purbrick, Vicary & Associates Limited"

such property, or otherwise turn the same to the advantage of the Company.

- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the

- undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
  - (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
  - (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
  - (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful objects.
  - (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
  - (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
  - (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
  - (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely

subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £60,000 divided into 59,500 Ordinary Shares of £1 each and 500 Management Shares of £1 each carrying such rights as are defined in the Articles of Association. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.\*\*

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\*\* By Ordinary Resolution passed on 17th August 1970 the authorised share capital of the Company was increased to £10,000 by the creation of an additional 9,400 Ordinary Shares of £1 each and by the creation of 500 Management Shares of £1 each.

By Special Resolution passed on 1st July 1977 the authorised share capital of the Company was increased to £60,000 by the creation of an additional 50,000 Ordinary Shares of £1 each.

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

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NAMES, ADDRESSES AND  
DESCRIPTIONS OF  
SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

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MICHAEL JOHN HOPE  
30 City Road  
London  
EC1

ONE

Company Formation Assistant

BRIAN GOLDSTEIN  
30 City Road  
London  
EC1

ONE

Company Director

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DATED the 19th day of June 1970

WITNESS to the above signatures:

LINDA ROSE DAVIS

30 City Road  
London EC1

Copy Typist

This is the copy of the Substituted Articles of Association referred to in the Special Resolution passed on 10th November 1987 as being subscribed by the Chairman of the meeting for identification

T. Chance  
Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SUBSTITUTED  
ARTICLES OF ASSOCIATION

OF

INDEPENDENT NEWSPAPERS HOLDINGS LIMITED

(Adopted by Special Resolution passed on 10th November 1987)

PRELIMINARY

- 1.1 The Regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being hereinafter referred to as Table A) shall apply to the Company except in so far as they are excluded or varied hereby.
- 1.2 The following Regulations of Table A shall not apply to the Company: 3, 5, 12, 14, 16, 23 to 25, 29 to 32, 34 to 54, 57, 60 to 62, 64 to 81, 84 to 98, 111, 112, 115 and 118. In addition to the remaining Regulations of Table A as varied hereby the following shall be the Articles of the Company.

INTERPRETATION

2. In these Articles "the Act" shall mean the Companies Act 1985 or any statutory re-enactment or modification thereof for the time being in force.

SHARE CAPITAL

- 3.1 The share capital of the Company at the date of adoption of these Articles is £60,000 divided into 59,500 ordinary shares of £1 each and 500 Management Shares of £1 each.
- 3.2 The shares shall be under the control of the Directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, and on such terms and in such manner as they think fit.
- 3.3 (a) Save as otherwise provided in these Articles and subject to any renewal, revocation or variation of this Authority by the Company in General Meeting the



Directors are hereby unconditionally authorised for the purpose of Section 80 of the Act to allot, dispose of and grant options rights of conversion or subscription over relevant securities (as defined in the Act) up to an aggregate nominal amount equal to the amount of the authorised but unissued share capital of the Company at the date of allotment during the period expiring at the end of five years from the date of adoption of these Articles of Association.

(b) The Company may at any time prior to the expiration of the authority conferred under Article 3.3(a) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiration of such authority and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.

(c) Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.

3.4 Subject to the provisions of Sections 80 and Sections 159 to 161 of the Act any shares may be issued on terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by ordinary resolution determine.

3.5 The Company shall have power to purchase its own shares (whether issued on the terms that they are, or are liable, to be redeemed or not) subject to the requirements of Sections 162 to 170 (inclusive) of the Act.

3.6 The Company shall have power to redeem or purchase its shares out of capital subject to the provisions of Sections 171 to 177 (inclusive) of the Act.

3.7 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

3.8 Except as required by law, and even when the Company shall have express notice thereof, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

#### 4. LIEN

The lien conferred by Regulation 6 of Table A shall also attach to fully paid-up shares registered in the name of

notice of the refusal.

- 6.4 If a Member dies the survivor or survivors where he was a joint holder and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased Member from any liability in respect of any share which had been jointly held by him.
- 6.5 A person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as a transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the Member and the death or bankruptcy of the Member had not occurred.
- 6.6 The Directors may at any time give notice requiring a person becoming entitled to a share in consequence of the death or bankruptcy of a Member to elect either to become the holder of the share or to have some person nominated by him registered as the transferee and if the notice is not complied with within 90 days the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
- 6.7 A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company.

#### ALTERATION OF SHARE CAPITAL

- 7.1 The Company may by Ordinary Resolution:-
- (a) increase its share capital by new shares of such amount as the Resolution prescribes;
  - (b) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
  - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amounts and the Resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantages

compared with the others; and

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

- 7.2 Subject to the provisions of the Act, the Company may by Special Resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

#### GENERAL MEETINGS

- 8.1 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8.2 The Directors may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any member of the Company may call a General Meeting.

#### NOTICE OF GENERAL MEETINGS

- 9.1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is so agreed :

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

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

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors.

- 9.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the

proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 10.2 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon 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 such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present then the Member or Members present shall be a quorum.
- 10.3 The Chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Directors shall preside as Chairman of the Meeting, but if neither the Chairman nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman. If no Director is willing to act as Chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.
- 10.4 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting and at any separate meeting of the holders of any class of shares in the Company.
- 10.5 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 10.6 A Resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

(a) by the Chairman; or

- (b) by at least two Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) by a Member or Members holding shares conferring the right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right;

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

- 10.7 Unless a poll is duly demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.
- 10.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 10.9 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll (unless it was held at an adjourned meeting) shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 10.11 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn with the consent of the Chairman, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- 10.12 A Resolution in writing signed by all the Members of the Company entitled to receive notice of and to attend and vote at a General Meeting, or by their duly appointed proxies or attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such Resolution may be contained in one document or in several documents in the same terms each signed by one or more of the Members or their proxies or attorneys and signature in the case of a body corporate which is a Member shall be sufficient if made by a Director thereof or by its duly authorised representative.

#### VOTES

- 11.1 Subject to any rights or restrictions attached to any shares, and to Regulation 55 of Table A, on a show of hands every Member present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Member entitled to vote, shall have one vote, and on a poll every Member shall have one vote for every share of which he is the holder.
- 11.2 No Member shall be entitled to vote at any General Meeting or at any separate meeting of the holders of any class unless all calls or other sums presently payable by him in respect of shares of the Company have been paid.
- 11.3 On a poll votes may be given either personally or by proxy.
- 11.4 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor (if a corporation, under the hand of a duly authorised officer of the corporation) and shall be in such form as the Directors may determine or, failing such determination, in any usual form.
- 11.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- (a) be deposited at the office, or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was

demanding to the Chairman or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in the manner so permitted shall be invalid.

#### NUMBER OF DIRECTORS

- 12.1 Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two.
- 12.2 Notwithstanding any provision to the contrary contained in these Articles of Association, if and so long as the minimum number of Directors permitted hereunder or determined by the Company in General Meeting shall be one a sole Director may act alone in exercising all the powers and authorities vested in the Directors.

#### ALTERNATE DIRECTORS

- 13.1 Each Director shall have power by writing under his hand to nominate either another Director or any other person willing to act and approved for the purpose by a Resolution of the Directors, to act as his alternate Director, and at his discretion to remove such alternate Director by notice in writing to the Company. An alternate Director shall have the same entitlement as his appointor to receive notices of meetings of the Directors and to attend, vote and be counted for the purpose of a quorum at any meeting at which his appointor is not personally present, and generally in the absence of his appointor to exercise and discharge all the functions, powers and duties of his appointor.
- 13.2 Save as otherwise provided in the Articles an alternate Director shall during his appointment be deemed to be a Director for the purposes of these Articles, shall not be deemed to be an agent of his appointor, shall alone be responsible to the Company for his own acts or defaults and shall be entitled to be indemnified by the Company to the same extent as if he were a Director.
- 13.3 An alternate Director shall not in respect of his office of alternate Director be entitled to receive any remuneration from the Company nor to appoint another person as his alternate. The appointment of an alternate Director shall ipso facto determine if his appointor ceases for any reason to be a Director or on the happening of an event which, if he were a Director, would cause him to vacate the office of Director, or if by written notice to the Company he shall resign such appointment.

#### POWERS OF DIRECTORS

- 14.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the

Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

- 14.2 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 14.3 The Directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including Directors and other officers) who are or were at any time in the employment or service of the Company, or of any company which is or was a subsidiary of the Company or allied to or associated with the Company or any such subsidiary, or of any of the predecessors in business of the Company or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and make payments to for or towards the insurance of or provide benefits otherwise for any such persons as aforesaid.

#### DELEGATION OF DIRECTORS' POWERS

15. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

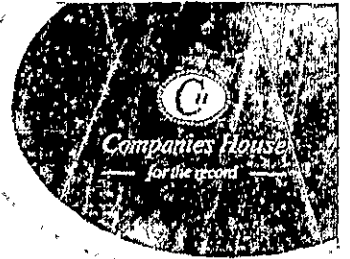
- 16.1 The Company by Ordinary Resolution may appoint another person in place of a Director removed from office by resolution of a General Meeting, and without prejudice to the powers of the Directors under the next following regulation, may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 16.2 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.



- 16.3 At any time or from time to time the holder or holders of not less than three-quarters in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company appoint any person to be a Director or remove from office any Director who shall vacate office accordingly. Any removal as aforesaid shall be without prejudice to any claim for damages for breach of the contract of service between the Director and the Company.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 17.1 The office of a Director shall be vacated in any of the following events namely:-
- (a) if he resigns his office by notice in writing to the Company;
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if he is, or may be, suffering from mental disorder and either:-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
  - (d) 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;
  - (e) if he is absent from meetings of the Board for six successive months without leave, unless prevented by illness, unavoidable accident or other cause which may seem to the other members of the Board to be sufficient, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;
  - (f) if he should be removed from office under the provisions of Article 16.3 hereof.
- 17.2 No Director shall vacate his office or be ineligible for appointment or re-appointment as a Director by reason only of his having attained any particular age, nor shall special



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF MISSING PAGES FROM THE MICROFICHE RECORD

Companies House regrets that pages are missing from documents on this company's microfiche record.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

18.4 For the purposes of Article 18.3:-

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

- 19.1 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 19.2 Notice of every meeting of the Directors shall be given to every Director and to his alternate (if any) but the non-receipt of notice by any Director or alternate Director shall not invalidate the proceedings of the Directors. Every notice of a meeting of the Directors required to be given under these Articles may be given orally (personally or by telephone) served personally or sent by pre-paid letter post, cable, telex, telegram or telemessage to the address for the time being supplied for the purpose to the Secretary of the Company.
- 19.3 Any Director for the time being absent from the United Kingdom shall if he so requests be entitled to be given reasonable notice of meetings of the Directors to such address if any as the Director may from time to time notify to the Company but save as aforesaid it shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 19.4 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed it shall be two persons. An alternate Director who is not himself a Director may, if his appointor is not present, be counted towards the quorum.

- 19.5 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a General Meeting.
- 19.6 The Directors may elect one of their number to be Chairman of the Board of the Directors and may at any time remove him from that office. If there is no Director holding that office, or if the Director holding it, being entitled to and having had notice of the meeting, is not present within five minutes after the time appointed for it, the Directors present shall appoint one of their number to be Chairman of that meeting.
- 19.7 A meeting of the Directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board hereunder. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 19.8 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 19.9 A Resolution in writing signed or approved by letter telegram, telemesssage or telex by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each signed by one or more Director; but a Resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.
- 19.10 A Director who is in any way either 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 a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any

## INDEMNITY

22. In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of Section 310 of the Act every Director, agent, auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities properly incurred by him in or about the execution and discharge of the duties of his office.