

Company Number 1551690

The Companies Act 1985

Company Limited by Shares

Special Resolution

of

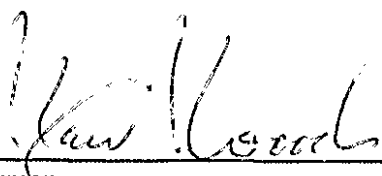
International Group of Accounting Firms Europe Limited

Passed the 9th day of December 1993

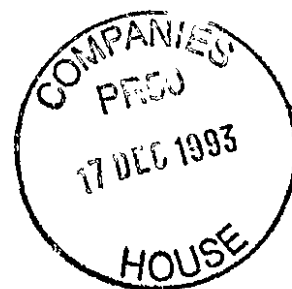
At an Extraordinary General Meeting of the above named Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company :

SPECIAL RESOLUTION

That the Articles of Association a copy of which is produced to the Meeting and initialled for the purpose of identification by the Chairman be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association


Chairman

Dated 9 December 1993



IGAF4

No 1551690

The Companies Acts 1985 - 1990

Company Limited By Guarantee And Not Having A Share Capital

ARTICLES OF ASSOCIATION

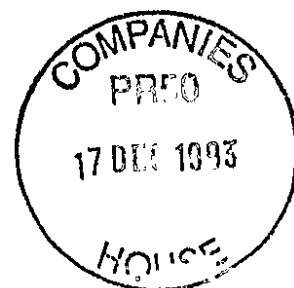
of

THE INTERNATIONAL GROUP OF ACCOUNTING FIRMS EUROPE LIMITED

(Adopted by Special Resolution passed on

9 Dec 1993

Incorporated on the 20th March 1981



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Interpretation

1 In these Articles:

'THE ACT' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'THE ARTICLES' means these Articles of Association of the Company

'CLEAR DAYS' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

'EXECUTED' includes any mode of execution

'GOVERNOR' means a duly appointed Member of the Council of the Company hereby constituted and "Governor" shall have the same meaning as "Director" as defined in the Act

'OFFICE' means the registered office of the Company

'THE COUNCIL' means the Governors present at a duly convened meeting of the Council at which a quorum is present

'IGAF INTERNATIONAL' means the International Group of Accounting Firms Limited, a Delaware USA not for profit corporation

'THE SEAL' means the common seal of the Company

'SECRETARY' means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary

'THE UNITED KINGDOM' means Great Britain and Northern Ireland unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Where the context so admits words importing the masculine gender only include the feminine and neuter genders as the case may be and the plural shall include the singular and vice versa

Membership

2 No applicant for membership shall be admitted to Membership of the Company 'unless:-

- a. he has signed and sent to the Secretary an application for admission framed in such terms as the Council shall from time to time prescribe, and

- b. he has been elected by the Council on consideration of such application subject always to the prior written consent of
IGAF International

3 Membership shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.

4 Every member shall use his best endeavours to promote the objects and interests of the Company and shall observe all the Company's Regulations and Byelaws affecting him contained in or effected pursuant to these presents.

5 Membership shall immediately cease upon the happening of any one of the following events:-

- a. If he shall resign membership by writing under his hand left at the Office
- b. If the member being an individual shall die or become lunatic or bankrupt or compound with his creditors or, being a corporation, shall go into liquidation or have a receiver appointed of its undertaking and assets or any part thereof
- c. If he shall fail to perform any obligation binding upon him under these presents for one month after notice in writing requiring him to do so shall have been served upon him by the Company or if in the opinion of the Council his conduct shall be calculated in any respect to be prejudicial to the interests of the Company and he shall fail to remedy such conduct to the satisfaction of the Council for one month after notice in writing requiring him to do so shall have been served upon him by the Company and if also in either of such cases the Council by Resolution passed at a majority of not less than three fourths of the members of the Council present at a meeting of the Council which notice specifying the intention to propose the Resolution has been given shall resolve that his membership be terminated
- d. Any other event which under the law of the country in which the member is resident would compel the member to cease trading
- e. Written notice of cancellation of membership issued by IGAF International

6 A register shall be kept by the Company containing the names and addresses of all the members together with such other particulars as may be required by the Act

7 Any member who for any cause whatsoever shall cease to become a member shall remain liable for and shall pay to the Company all monies which may become payable by him by virtue of his liability under the Memorandum of Association

Company's purpose

8 The Company is established for the purposes expressed in the Memorandum of Association.

General meetings

9 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

10 The Council 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 members to call a general meeting, any Governor or any member of the Company may call a general meeting.

Notice of general meetings

11 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Governor 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; and
- (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 of the total voting rights at the meeting of all the members.

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.

The notice shall be given to all the members, every Governor and the auditors.

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

12 No business shall be transacted at any meeting unless a quorum is present. One quarter of persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or duly authorised representative of a corporation, shall be a quorum.

13 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Council may determine and at such adjourned meeting those members present shall form a quorum.

14 The chairman, if any, of the Council or in his absence some other Governor nominated by the Council shall preside as chairman of the meeting, but if neither the chairman nor such other Governor (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Governors present shall elect one of their number to be chairman and, if there is only one Governor present and willing to act, he shall be chairman.

15 If no Governor is willing to act as chairman, or if no Governor 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.

16 A Governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

17 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 an 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 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.

18 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll 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;

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

as a demand by the member.

19 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 and an entry to that effect in the minutes of the meeting 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.

20 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.

21 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 shall be deemed to be the resolution of the meeting at which the poll was demanded.

22 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.

23 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 other 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 the 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, the meeting shall continue as if the demand had not been made.

24 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.

25 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

26 On a show of hands every member present in person or by a representative of a corporation pursuant to section 139 of the Act shall have one vote. On a poll every member present in person or by representative or by proxy shall have one vote.

27 A member in respect of whom an order has been made by any



court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Governors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

28 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

29 An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We of

being a member/members of the above-named Company, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on 19 and at any adjournment thereof.

Signed on 19 .

30 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We of

being a member/members of the above-named Company, hereby appoint

of or failing him

of



as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company, to be held on 19 , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.


Signed this day of 19 .

31 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 Council may:

- (a) be deposited at the office or 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 less 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 demanded to the chairman or to the Secretary or to any Governor;

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

32 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.



Number of Governors

33 Unless otherwise determined by ordinary resolution, the number of Governors shall not be less than three nor more than twelve.

Powers of Governors

34 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 Council who may exercise all the powers of the Company. The Council shall, in a timely manner, elect from the Members such persons to serve on the Board of IGAF International as are provided for in the Byelaws of IGAF International. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

35 The Council 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.

Delegation of Council powers


36 The Council may delegate any of their powers to any committee consisting of one or more Governors or other persons. They may also delegate to any Governor 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 Council 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 the Council so far as they are capable of applying.

37.1 Subject to the prior written consent of IGAF International the Council may from time to time make such Byelaws and Regulations as they shall deem necessary Provided that nothing therein is inconsistent with these Articles, and such Byelaws and Regulations shall be binding on the members and the Council but so that nothing therein shall invalidate any prior act of the Council or the members or any of them which would have been valid if such Byelaw/Regulation had not been made.

37.2 No amendment whatsoever may be made to the Articles without the Council first obtaining consent in writing thereto from IGAF International.

Appointment and retirement of Governors

38 Only persons who are proprietors, partners or shareholders



of a member in good standing are eligible to be elected and serve as Governors. There shall not be more than one Governor from a member firm serving on the Council at any one time. This provision shall not apply to the Governor or Governors having day to day control of the Company's affairs. At every annual general meeting one-third of the Governors who are subject to retirement by rotation 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 Governor who is subject to retirement by rotation, he shall retire.

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

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

41 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Governor either to fill a vacancy or as an additional Governor and may also determine the rotation in which any additional Governors are to retire.

42 The Council may appoint a person who is willing to act to be a Governor, either to fill a vacancy or as an additional Governor, provided that the appointment does not cause the number of Governors to exceed any number fixed by or in accordance with the Articles as the maximum number of Governors. A Governor so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Governors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

43 Subject as aforesaid, a Governor who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of Governors

44 The office of a Governor shall be vacated if:

- (a) he ceases to be a Governor by virtue of any provision of these presents, of the Act or he becomes prohibited by law from being a Governor; or
- (b) he becomes bankrupt or makes any arrangement or

- composition with his creditors generally; or
- (c) 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; or
 - (d) he resigns his office by notice to the Company; or
 - (e) he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated; or
 - (f) being a member, is removed from membership by IGAF International.

Remuneration of the Council

45 The provisions of the Memorandum of Association as to the remuneration of the Council shall apply.

Council expenses

46 The Council may be paid all reasonable out-of-pocket expenses incurred by them in connection with their attendance at meetings of the Council or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

Council appointments and interests

47 Subject to the provisions of the Act and of the Memorandum of Association, the Council may appoint one or more of their number to the office of Chief Executive or to any other executive office under the Company and may enter into an agreement or arrangement with any Governor for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a Governor. Any such appointment, agreement or arrangement may be made upon such terms as the Council determine and they may remunerate any such Governor for his services as they think fit. Any appointment of a Governor to an executive office shall terminate if he ceases to be a Governor but without prejudice to any claim to damages for breach of the contract of service between the Governor and the Company.

48 Subject to the provisions of the Act and the Memorandum of

Association and provided that he has disclosed to the Council the nature and extent of any material interest of his, a Governor notwithstanding his office:

- (a) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Governor or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

49 For the purposes of regulation 48:


- (a) a general notice given to the Council that a Governor 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 Governor has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Governor has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Governors' gratuities and pensions

50 Subject to the provisions of the Memorandum of Association the Council may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Governor who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

Proceedings of Council

51 Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Governor may, and the Secretary at the request of a Governor shall, call a meeting of the Council. It shall be necessary to give notice of a meeting



to all Governors. Save as otherwise provided questions arising at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chairman of the Council shall have a second or casting vote. A Governor who is also an alternate Governor shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

52 The quorum for the transaction of the business of the Council shall be sixty (60) per cent of the Governors for the time being in office. A person who holds office only as an alternate Governor shall, if his appointor is not present, be counted in the quorum.

53 The continuing Governors or a sole continuing Governor may act notwithstanding any vacancies in their number, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.

54 The Governors may appoint one of their number to be the chairman of the Council and may at any time remove him from that office. Unless he is unwilling to do so, the Governor so appointed shall preside at every meeting of the Council at which he is present. But if there is no Governor holding that office, or if the Governor holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Governors present may appoint one of their number to be chairman of the meeting.

55 All acts done by a meeting of Governors, or of a committee of Governors, or by a person acting as a Governor shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Governor 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 Governor and had been entitled to vote.

56 A resolution in writing signed by all the Governors entitled to receive notice of a meeting of Governors or of a committee of Governors shall be as valid and effectual as if it had been passed at a meeting of Governors as (as the case may be) a committee of Governors duly convened and held and may consist of several documents in the like form each signed by one or more Governors; but a resolution signed by an alternate Governor need not also be signed by his appointor and, if it is signed by a Governor who has appointed an alternate Governor, it need not be signed by the alternate Governor in that capacity.

57 Save as otherwise provided by the Articles, a Governor shall not vote at a meeting of Governors or of a committee of Governors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

A

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Governor has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.


For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Governor shall be treated as an interest of the Governor and, in relation to an alternate Governor, an interest of his appointor shall be treated as an interest of the alternate Governor without prejudice to any interest which the alternate Governor has otherwise.

58 A Governor shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

59 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Governor from voting at a meeting of Governors or of a committee of Governors.

60 Where proposals are under consideration concerning the appointment of two or more Governors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Governor separately and (provided he is not for another reason precluded from voting) each of the Governors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

61 If a question arises at a meeting of Governors or of a committee of Governors as to the right of a Governor to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any



Governor other than himself shall be final and conclusive.

62 Governors may participate in a meeting of the Council by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

Secretary

63 Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Minutes

64 The Governors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Governors; and
- (b) of all proceedings at meetings of the Company, and of the Council, and of committees of Governors, including the names of the Governors present at each such meeting.

The seal

65 The Seal shall only be used by the authority of the Council or of a committee of Governors authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Governor and by the Secretary or by two Governors.

Accounts

66 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Council or by ordinary resolution of the Company.

Notices

67 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

68 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by facsimile transmission to the number notified by the member for such purpose. Notice shall be given to every member at the address or facsimile number recorded in the register of members for such purpose.

69 A member present, either in person or by proxy, at any

meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

70 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted. Proof of facsimile transmission shall be evidenced by confirmation of transmission.

Winding up

71 On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Indemnity

72 Subject to the provisions of the Act but without prejudice to any indemnity to which a Governor may otherwise be entitled, every Governor or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Language

73 The English language version of these presents shall be the definitive version.

