

G

12

Statutory Declaration of compliance  
with requirements on application  
for registration of a company

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

GATEPAGE LIMITED

\* insert full  
name of Company

I, JAMES LOWE  
of 7 QUEEN STREET, NEWCASTLE UPON TYNE  
SIGNING ON BEHALF OF JL NOMINEE TWO LIMITED.

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at NEWCASTLE UPON TYNE

Declarant to sign below

the ELEVENTH day of SEPTEMBER

One thousand nine hundred and NINETY TWO

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

[Signature]

Present for's name address and  
reference (if any):

**JIM LOWE & COMPANY**  
**Princes Building**  
**7 Queen Street**  
**Newcastle upon Tyne**  
**NE1 3XL. 091 213 0772**

For official Use

New Companies Section

Post room

Jordan & Sons Limited

Printed and supplied by

**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230600 Telex 449119

# 10

## Statement of first directors and secretary and incorporation of registered office

This form should be completed in black.

Company name (in full)

CN

2749235

For official use W

GATEPACE LIMITED

Registered office of the company on  
incorporation.

RO

10, PRINCES BUILDING

7, QUEEN STREET

Post town

NEWCASTLE UPON TYNE

County/Region

Postcode

NE1 3XL

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.



Name

RA

JIM LOWE & COMPANY

Princes Building

7 Queen Street

Post town

Newcastle upon Tyne

NE1 3XL. 091 213 0772

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

JIM LOWE & COMPANY

Princes Building

7 Queen Street

Newcastle upon Tyne

NE1 3XL. 091 213 0772

Telephone

Postcode

Extension

Company Secretary (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address  
Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)  
Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

Address  
Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

Consent signature

CS

JL NOMINEE TWO LIMITED

AD

7 QUEEN ST

Post town

NEWCASTLE UPON TYNE

County/Region

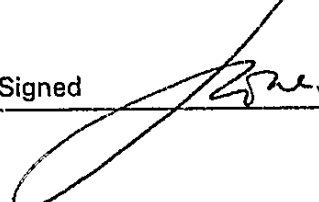
Postcode

NE1 3XL

Country

I consent to act as secretary of the company named on page 1

Signed



JL NOMINEE TWO LTD

Date

11.9.92

CD

JL NOMINEE ONE LIMITED

AD

7 QUEEN ST

Post town

NEWCASTLE UPON TYNE

County/Region

Postcode

NE1 3XL

Country

DO

Nationality

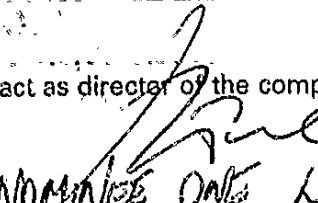
NA

OC

OD

I consent to act as director of the company named on page 1

Signed



JL NOMINEE ONE LIMITED

Date

11.9.92

Date \_\_\_\_\_

MEMORANDUM OF ASSOCIATION OF GATEPACE

1. The Company's name is " GATEPACE " 4209/85  
 2. The Company's registered office is to be situated in England and Wales. 16/9/92  
 3. The objects of the Company are:-

- (a) To carry on business as a general commercial company. 2749235  
 (b) To carry out any activity and to effect any transaction whatsoever whether or not that activity or transaction is incidental or conducive to the carrying on of any trade or business by the Company.  
 (c) Without prejudice to the generality of paragraphs 3(a) and (b) or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects: -  
 (i) To purchase or by any other means acquire any interest in any property (real or personal) or rights whatsoever, and to dispose of, use, deal with mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, or exercise any of the rights of an owner of such property or interest in property.  
 (ii) To acquire any other company or business whatsoever or all or any of the assets or liabilities of any company or business or of the persons carrying on any business, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with any company, business or person and control, manage, finance, subsidise co-ordinate or otherwise assist any company, business or person, and to provide administrative, technical, commercial and other services and facilities of all kinds, and to make payments for and on behalf of any company business or person, and to enter any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any company, business or person or otherwise to assist any such company, business or person.  
 (iii) To invest and deal with the Company's money and other assets and property in any manner whatsoever.  
 (iv) To lend and advance money or give credit on any terms and for any purpose whatsoever and with or without security and to grant any mortgages, charges, securities and encumbrances over all or any of the Company's property, or any interest therein and to enter into guarantees, contracts of indemnity and suretyships of all kinds.  
 (v) To borrow and raise or secure the payment of money in such manner and upon such terms as the company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, within the meaning of Section 736 of the Companies Act 1985 (or any statutory re-enactment or modification thereof) in relation to the company a subsidiary or a holding company or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.  
 (vi) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.  
 (vii) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.  
 (viii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.  
 (ix) To make gifts and donations and to support and subscribe to any charitable or public object or any institution, society, or club; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company, 50069

business or person whatsoever and to the spouses, former spouses, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain pensions and other funds or schemes for the benefit of any such persons.

(x) To give any such financial assistance as is mentioned in Sections 151 to 158 of the Companies Act 1985 (including any re-enactment or modification thereof), provided that the giving of such assistance is in accordance with those provisions.

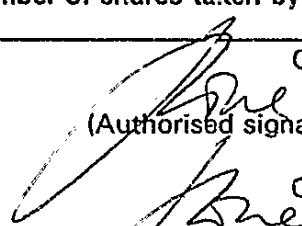
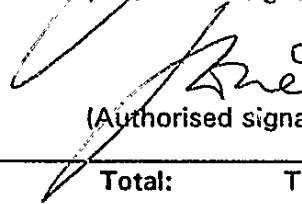
(xi) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

None of the objects in any paragraph of this Clause shall be restrictively construed but each provision shall be given the widest possible interpretation, and none of the objects set out above shall be restricted to being exercised in a way which is incidental or conducive to the carrying on of any business by the Company, or shall in any way be limited or restricted by reference to or inference from any other object or objects or the name of the Company; and none of the objects in any paragraph of this Clause shall be deemed to be subsidiary or ancillary to any of the objects specified in any other paragraph, and the Company shall have as full a power to exercise each and every one of the objects as though each such paragraph contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers	Number of shares taken by each
JL Nominee One Limited Princes Building, 7 Queen Street, Newcastle upon Tyne, NE1 3XL	One  (Authorised signatory)
JL Nominee Two Limited princes Building, 7 Queen Street, Newcastle upon Tyne, NE1 3XL	One  (Authorised signatory)
	Total: Two

Dated : 11th September 1992

Witness to the above signatures:

Margaret Moran

Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL



### Interpretation

In these regulations -

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052)

Unless the context requires otherwise, words or expressions in these regulations have the same meaning as in Table A.

### Preliminary

1. (a) The regulations in Table A apply to the company except in so far as they are excluded or varied by these articles.

### Allotment of shares

2. (a) Shares which are part of the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of such shares, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the company is incorporated, and which the directors propose to issue, shall first be offered to the members in proportion (as nearly as they may be) to the number of shares in the company already held by them respectively, unless the general meeting directs otherwise by special resolution. The offer shall be made by notice in writing specifying the number of shares offered, and stating a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that period, those shares which have been declined, or which are deemed to have been declined, shall be offered to the members who have, within the stated period, accepted all the shares offered to them. Such further offer shall be made in like terms, in the same proportions and the same manner, and limited by a like period as the original offer.

(c) Any shares not accepted in response to such offer (or further offer) as is mentioned in paragraph (b), or which cannot be offered except by dividing shares into fractions, shall be under the control of the directors, who may allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit, provided that they shall not be disposed of on terms which are more favourable than the terms on which they were offered to the members.

(d) Any shares released from the provisions of paragraph (b) by special resolution shall be under the control of the directors, who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit.

(e) In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act (which impose statutory rights of pre-emption) shall not apply to the company.

(f) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the company to allot and grant rights to subscribe for, or convert securities into, shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to section 80) be renewed, revoked or varied by Ordinary Resolution of the company in general meeting.

### Transfer of Shares

3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Article 24 of Table A shall not apply to the company.

### Lien on shares

4. The lien conferred by Article 8 of Table A shall attach also to fully paid shares, and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the company (whether that person is the full registered holder of those shares or one of two or more joint holders) for all sums presently payable by him or his estate to the company.

### Non-payment of calls

5. The liability of any member in default in respect of a call shall be increased by the addition at

the end of the first sentence of Article 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such *non-payment*".

#### **Notices of General Meetings**

6. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of, and other communications relating to, any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors of the company.

#### **Quorum**

7. (a) If a quorum is not present within half an hour from the time appointed for the start of a general meeting the meeting shall be 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 directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for its start, such adjourned general meeting shall be dissolved.

(b) Article 41 of Table A shall not apply to the company.

#### **Number of Directors**

8. (a) Article 64 of Table A shall not apply to the company.

(b) The maximum number and the minimum number of directors may be determined from time to time by Ordinary Resolution in general meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally, and Article 89 of Table A (which relates to the quorum at board meetings) is modified accordingly.

#### **Appointment of Directors**

9. (a) No person shall be appointed a director at any general meeting unless either:-

(i) he is recommended by the directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(b) Subject to paragraph (a) above, the company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) 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 determined in accordance with Article 8 as the maximum number of directors and for the time being in force.

#### **Retirement of Directors**

10. The directors shall not be required to retire by rotation and Articles 73 to 80 (inclusive) of Table A shall not apply to the company.

#### **Directors' Borrowing Powers**

11. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to section 80 of the Act, to grant any mortgage, charge or standard security over the company's undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

#### **Alternate Directors**

12. (a) An alternate director shall not be entitled as such to receive any remuneration from the company, except that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Article 66 of Table A shall be modified accordingly.

(b) A director, or any such other person as is mentioned in Article 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.



#### Gratuities and pensions

13. (a) The directors may exercise the powers of the company conferred by Clause 3 (c) (ix) of the Memorandum of Association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Article 87 of Table A shall not apply to the company.

#### Directors Interests in Transactions

14. (a) At any meeting of the directors (or of any Committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If he does vote on any such resolution, his vote shall be counted. Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution.

(b) Articles 94 to 97 (inclusive) of Table A shall not apply to the company.

#### Company Seal

15. (a) If the company has a seal it shall be used only with the authority of the directors or of a Committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Article 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Article 101 of Table A shall not apply to the company.

(b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors.

#### Indemnity

16. (a) Every director, or other officer or Auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under section 144 or section 727 of the Act in which relief is granted to him by the Court; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

(b) The directors may purchase and maintain for any director, officer or auditor of the company, insurance against any such liability as is referred to in section 310(1) of the Act.

(c) Article 118 of Table A shall not apply to the company.

---

#### Names and addresses of subscribers

---

JL Nominee One Limited  
Princes Building, 7 Queen Street  
Newcastle upon Tyne, NE1 3XL

  
(Authorised signatory)

JL Nominee Two Limited  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

  
(Authorised signatory)

Dated 11th September 1952  
Witness to the above signatures:

Margaret Moran  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2749235

I hereby certify that

**GATEPACE LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 21 SEPTEMBER 1992

*M. J. J.*  
M. J. J.

an authorised officer

# G

COMPANIES FORM No. 224

# 224

## Notice of accounting reference date (to be delivered within 9 months of incorporation)

Please do not  
write in  
this margin.

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

Please complete  
legibly, preferably  
in black type, or  
bold block lettering.

To the Registrar of Companies  
(Address overleaf)

Company number

2749235

\*Insert full name  
of company.

Name of company

\* GATEPACE LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

### Important

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 2

5 April  
Day Month

0 5 6 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver (Scotland)  
as appropriate.

Signed



Designation Secretary or Director Date 18-12-92

Presenter's name address telephone  
number and reference (if any):

For official use  
D.E.B.

Wilkinson Maughan  
Sun Alliance House  
35 Mosley Street  
Newcastle upon Tyne  
NE1 1XX  
Ref: MIS/CJA  
091 261 1841

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS.

Companies G224

1990 Edition  
290 F17380  
501911

\*\*\*


COMPANY No. 2749235

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION OF GATEPACE LIMITED



At an Extraordinary General Meeting of the above-named Company duly convened and held on 18th day of December 1992 at Coast Road, Newcastle upon Tyne, NE6 5TP the following Resolution was passed as a Special Resolution

"That the name of the Company be changed to "T. Crossling & Co. Limited"."

  
.....  
Chairman



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2749235

I hereby certify that

**GATEPACE LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**T. CROSSLING & CO. LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 19 JANUARY 1993

A handwritten signature in dark ink, appearing to read 'David Evans', with the word 'EVANS' printed in capital letters below it.

EVANS

an authorised officer



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\*Insert full name  
of company

To the Registrar of Companies

For official use Company number

--	--	--	--

2749235

Name of company

* Gatepace Limited
--------------------

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 1st January 1993 the nominal capital of the company has been  
increased by £ 49,900 beyond the registered capital of £ 100.

†The copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

Please tick here if  
continued overleaf☐Insert Director,  
Secretary,  
Administrator  
Administrative  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed

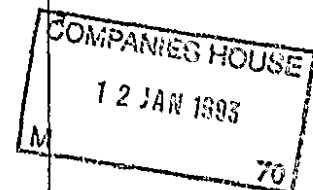
Designation DIRECTOR Date 4.1.93Presenter's name, address and  
reference (if any):

WILKINSON MANGLAN  
8NN ALLIANCE HOUSE  
35 MOSLEY STREET  
NEWCASTLE UPON TYNE  
NE1 1XX  
REF: M15/CJA

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies G123

V03/1 6000  
090 117244  
5017157  
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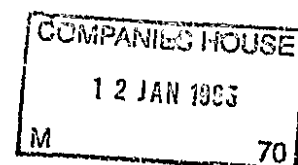
COMPANY No. 2749235

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION OF GATEPACE LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 18th day of December 1992 at Coast Road, Newcastle upon Tyne, NE6 5TP the following Resolution was passed as an Ordinary Resolution to be effective as at the 1st day of January 1993:-

"That the authorised Share Capital of the Company be increased to £50,000 by the creation of 49,900 additional Ordinary Shares of £1 each."

.....  
Chairman



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS OF GATEPACE LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 18th day of December 1992 at Coast Road, Newcastle upon Tyne, NE6 5TP the following Resolutions were passed as Special Resolutions to be effective as at the 1st day of January 1993:-

1. "That the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a maximum nominal amount of £50,000 in the Company.
2. "That the Memorandum of Association be altered with respect to the objects of the Company by the substitution of the new objects clause set out in a document submitted to this meeting and for the purpose of identification initialled by the Chairman hereof and to the exclusion of the existing objects clause thereof."
3. "That the Articles of Association set out in a document submitted to this meeting and for the purpose of identification initialled by the Chairman hereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association thereof".

.....  
Chairman





No. 2749235

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GATEPACE LIMITED

(to be renamed T. Crossling & Co. Limited)

(Adopted by Special Resolution passed on 1st January 1993)

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 3, 24, 35, 40, 64, 70, 73 to 81 inclusive, 89 and 90 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A shall constitute the Regulations of the Company.
3. The Company is a private Company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

#### SHARES

4. The share capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 ordinary shares of £1 each.
5. Any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to Article 5 or Article 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### ALLOTMENT OF SHARES

8. Subject to the provisions of Section 80 of the Act and to the provisions of these Articles, all shares which are comprised in the authorised share capital of the Company shall be at the disposal of the Directors who may (subject to Article 9 below) allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think fit, but so that no shares shall be issued at a discount.
9. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of the adoption of these Articles at any time or times during the period of five years from the date of the adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby

given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution.

#### TRANSFER AND TRANSMISSION OF SHARES

10. Subject to the provisions of Article 11 no transfer of any shares or any interest in any shares shall be made by any member unless the following provisions be complied with in respect of such transfer:-

10.1 Any member, who wishes to transfer shares or any interest in shares in the capital of the Company ("the Vendor") shall give to the Company notice thereof in writing ("the Transfer Notice"). Subject as hereinafter mentioned, a Transfer Notice shall constitute the directors as the Vendor's agents for the sale of the shares specified therein ("the Sale Shares") at a price ("the Sale Price") to be agreed upon by the Vendor and the directors or, in the absence of such agreement, at the price which independent Accountants agreed between the Company and the Vendor or in default of agreement chosen by the President for the time being of the Institute of Chartered Accountants in England and Wales (acting as experts and not as arbitrators) shall certify to be in their opinion "the fair value thereof as at the date of the Transfer Notice as between a willing seller and a willing buyer contracting on arm's length terms, having regard to the fair value of the business of the Company as a going concern taking into account (if it be the case) that the Sale Shares constitute a minority or a majority interest.

10.2 The Accountants' certificate referred to in Article 10.1 shall be binding upon all parties.

10.3 If the Accountants are asked to certify the Sale Price the Company shall within seven days of the issue of the Accountants' certificate furnish a copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within 28 days of the service upon him of the said copy, to withdraw any Transfer Notice served by him. The

cost of obtaining the certificate shall be borne by the Vendor. Except as otherwise expressly provided in this Article a Transfer Notice shall not be revocable except with the consent of all the directors of the Company, who may impose such condition to any consent as they think fit, including a condition that the Vendor bears all costs arising therefrom.

10.4 Upon the Sale Price being fixed as aforesaid and provided the Vendor does not give notice of withdrawal as aforesaid the directors shall forthwith by notice in writing offer to the holders of ordinary shares in the capital of the Company the Sale Shares at the Sale Price. Such offer shall be open for a period of 28 days from the date of the notice ("the Acceptance Period"). The notice shall invite each holder of ordinary shares to state in writing whether he is willing to purchase any of the Sale Shares so offered to him and if so the maximum number of Sale Shares which he is willing to purchase. If the other members shall within the Acceptance Period apply for all or any of the Sale Shares offered to them the directors shall allocate the Sale Shares or such of the Sale Shares as are applied for amongst such members, in the case of competition in proportion to their then existing holdings of shares in the capital of the Company (as nearly as may be without involving fractions or increasing the number beyond that applied for by such applicant).

10.5 If within the Acceptance Period the holders of ordinary shares other than the Vendor ("the Transferees") accept the offer of all or any of the Sale Shares at the Sale Price the directors shall forthwith give notice in writing ("the Acceptance Notice") of such acceptance to the Vendor and the Transferees and shall specify in such notice the place and time (being not earlier than seven and not later than 28 days after the date of the Acceptance Notice) at which the sale of the Sale Shares or such of the Sale Shares as are applied for shall be completed.

10.6 The Vendor shall be bound to transfer the Sale Shares or such of the Sale Shares as are applied for to the Transferees at

the time and place specified in the Acceptance Notice and payment of the Sale Price for the Sale Shares or such of the Sale Shares as are applied for shall be made to the directors as agents for the Vendor. If the Vendor shall fail to transfer the Sale Shares or such of the Sale Shares as are applied for the Chairman of the Company or some other person appointed by the directors shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, a transfer of the Sale Shares or such of the Sale Shares as are applied for to the Transferees against payment of the Sale Price to the Company. On payment of the Sale Price to the Company the Transferees shall be deemed respectively to have obtained a good discharge for such payment and on execution and delivery of the transfers the Transferees shall be entitled to insist upon their respective names being entered in the register of members as the holders by transfer of the Sale Shares or such of the Sale Shares as are applied for. The Company shall forthwith pay the price to the Vendor after deducting any sum applied on its behalf in settling any fees or expenses falling to be borne by the Vendor. After the names of the Transferees have been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person. If any Transferee does not tender payment for the shares at the time and place specified in the Acceptance Notice he will be liable to pay interest thereon at the rate of 15% per annum from the date payment should have been made to the date of actual payment.

10.7 Notwithstanding the foregoing provisions of this Article the directors may decline to register any transfer of any share on which the Company has a lien.

10.8 The restrictions on transfer contained in this Article shall not apply to:-

10.8.1 Any transfer approved in writing by all the members.

10.8.2 Any transfer including transfers under a member's will or intestacy by any member or his personal representatives to a spouse or widow or widower of the

member or that member's father or mother or any lineal descendant of such (including step and adopted children and grandchildren) ("Privileged Relation") or to trustees of a trust which does not permit any of the settled property or the income therefrom to be applied otherwise than for the benefit of that member and/or a Privileged Relation of that member and under which no power or control over the voting powers conferred by any share the subject of the trust is capable of being exercised by any person other than the trustees or such member or his Privileged Relations ("Family Trust").

10.8.3 Any transfer by trustees of a Family Trust to new trustees of that Family Trust or to any person to whom the shares could have been transferred by the settlor of that Family Trust if he had remained the holder thereof.

10.9 For the purposes of this Article the following shall be deemed (without limitation) to be service of a Transfer Notice:-

10.9.1 Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment or transfer of shares to the effect that such shares or any of them be allotted or issued or transferred to some person other than himself.

10.9.2 Any sale or other disposition of any beneficial interest in a share (whether or not for consideration or otherwise) by whomsoever made and whether or not effected by an instrument in writing.

10.9.3 The death or bankruptcy of any member (subject to regulation 10.8.2).

10.9.4 If any shares cease to be held upon a Family Trust save pursuant to Article 10.8.3.

10.9.5 If a member being a company ceases to be within the control (as such term is defined by Section 840 Income and Corporation Taxes Act 1988) of the person(s) who controlled such company at the date on which it became a member of the Company or on the date of adoption of these Articles of Association (whichever shall be the later).

10.10 If any member of the Company enters into a transaction or an event occurs of the kind referred to in Article 10.9 of this Article or otherwise attempts to transfer any shares otherwise than in accordance with this Article 10 such member shall be deemed to have given a Transfer Notice in respect of all shares of each class held by such member or by any nominee for him respectively immediately prior to that event.

10.11 In respect of any Transfer Notice deemed to have been given under Article 10.10 of this Article 10.3 of this Article shall not apply in so far as it entitles the Vendor to withdraw the Transfer Notice.

10.12 For the purpose of ensuring that a transfer of shares is duly authorised hereunder, or that no circumstances have arisen whereby a Transfer Notice is deemed to have been given hereunder, the directors may require any member or the legal personal representative of a deceased member or any person named as transferee in any transfer lodged for registration, to furnish to the Company such information and evidence as the directors may think fit regarding any matter they deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the directors within a reasonable time after such request, the directors shall be entitled to refuse to register the transfer in question or (in the case no transfer is in question) to require by notice in writing that a Transfer Notice ought to be given in respect of any shares provided that any director nominated by the Vendor or whose shareholding in the Company comprises the Sale Shares shall not be entitled to vote at any board meeting at which a resolution considering the registration of a transfer or (in case no transfer is in question) to require by notice in writing that a Transfer Notice be given in respect of the shares concerned is proposed. If the directors do so require and the notice is not duly given within one month from the date of its being so required, such notice shall be deemed to have been given at the expiration of such period and the provisions of this Article 10 shall take effect accordingly.

10.13 Subject to the foregoing provisions of this Article 10 the directors shall register any transfer made pursuant to or permitted by the foregoing provisions of this Article, but shall refuse to register any other transfer.

#### PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any General Meeting unless a quorum of Members 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.
12. In the case of a corporation the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purpose of passing resolutions in writing pursuant to regulation 53 of Table A.
13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
14. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

#### DIRECTORS

15. The number of Directors shall be not less than two.
16. A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting, or separate meeting of the holders of any class of shares, of the Company.

#### POWERS AND DUTIES OF DIRECTORS

17. Subject to the provisions of the Act, the provisions of the Memorandum and the Articles and 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 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. The powers given by this Regulation shall not be limited by any special power given to the Directors by the Articles, and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

18. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Regulation 94 of Table A shall be modified accordingly.
20. The quorum necessary for the transaction of the business of the Directors shall be two.
21. (a) Except with the prior consent in writing of all the shareholders for the time being of the Company the Company shall not pay in any year to any director or employee emoluments in excess of twenty-five times the average earnings of all the Company's and its subsidiaries' employees (other than directors).  
  
(b) Within one calendar month of receipt of the Company's audited accounts for any financial period any shareholder of the

Company registered as such at the end of such financial period may by notice in writing to the Company require the Company to declare and pay dividends to shareholders on the register at the end of such financial period totalling five per cent of the operating consolidated profit on ordinary activities of the Company before tax and including exceptional items Provided that the Company shall not be obliged to pay such dividends in the event that it has insufficient distributable profits or cash reserves to pay the same.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

22. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director. The Company may also appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
23. 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. A Director so appointed shall hold office only until the next following Annual General Meeting and if not re-appointed at such Annual General meeting he shall vacate office at the conclusion thereof.
24. In regulation 84 of Table A the words "A Managing Director and a Director holding any other executive office shall not be subject to retirement by rotation" shall be omitted.
25. The office of a Director shall be vacated:-
  - 25.1 If by notice in writing to the Company he resigns the office of Director;
  - 25.2 If he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period;
  - 25.3 If he becomes bankrupt or enters into any arrangement with his creditors;
  - 25.4 If he is prohibited from being a Director by an order made under any provision of the Act;

- 25.5 If he becomes of unsound mind;
- 25.6 If he is removed from office under Article 22.
- 25.7 If he is not re-appointed under Article 23.
26. Unless and until otherwise determined by the Company either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed as a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70 and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

#### PROCEEDINGS OF DIRECTORS

27. Any Director or member of a committee of the board may participate in a meeting of the Directors or of such committee 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 be deemed to constitute presence in person at such meeting.