

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AGB RECRUITMENT LIMITED

(INCORPORATING ALL AMENDMENTS TO 30TH MARCH, 1995)

INCORPORATED ON 1ST SEPTEMBER, 1993

NO. 2849488

ALLEN & OVERY

LONDON





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2849488

The Registrar of Companies for England and Wales hereby certifies that
ALNERY NO. 1313 LIMITED

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

AGB RECRUITMENT LIMITED

Given at Companies House, London, the 30th November 1993

L. Mills

MRS L. MILLS

For The Registrar Of Companies



C O M P A N I E S H O U S E



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

No. 2849488

I hereby certify that

ALNERY NO. 1313 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 1 SEPTEMBER 1993


G A BRENTON

an authorised officer

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AGB RECRUITMENT LIMITED

(incorporating all amendments to 20th December, 1993)

1. The Company's name is "AGB Recruitment Limited".¹
2. The Company's registered office is to be situated in England and Wales.
- 3.² The Company's objects are:
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities and to co-ordinate, manage and provide finance services and facilities for all or any part of the businesses and operations of any companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.

¹ The Company was incorporated under the name "Alnery No. 1313 Limited" and adopted its present name on 30th November, 1993.

² This clause was inserted by special resolution passed on 20th December, 1993.

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- (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
 - (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every kind of transaction in relation to shares, debentures, warrants, options, securities and investments and instruments of every kind (including, without limitation, contracts for differences and contracts for futures and whether issued or entered into by the government of any country or territory, any public authority, any international organisation or any other person) and to carry out, enter into, manage, underwrite or arrange any issue, offering or distribution of any securities, investments or instruments of any kind.
 - (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
 - (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
 - (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
 - (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
 - (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
 - (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
 - (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
 - (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger
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or reorganisation, to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
 - (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
 - (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any company which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person and to give any form of financial assistance that may be lawfully given.
 - (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
 - (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
 - (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to
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enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
 - (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
 - (22) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects.
 - (23) To distribute among the members of the Company in kind any assets of the Company.
 - (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
 - (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.
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- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *ejusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
- (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent;
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project; and
 - (vi) the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether incorporated, resident or domiciled in the United Kingdom or elsewhere.
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4. The liability of each member is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.³

³ By special resolution passed on 20th December, 1993 the capital was increased to £500,000, divided into 250,000 "A" ordinary shares of £1 each and 250,000 "B" ordinary shares of £1 each. By special resolution passed on 31st August, 1994 all the existing shares were re-designated as ordinary shares of £1 each and the capital was further increased to £1,000,000 by the creation of an additional 500,000 ordinary shares of £1 each and by special resolution passed on 30th March, 1995 the capital was further increased to £2,000,000 by the creation of an additional 1,000,000 ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

**Number of shares
taken by
subscriber**

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

—
1
—

Dated 18th August, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

CONSENT

OF THE HOLDER OF ALL THE "A" ORDINARY SHARES

IN THE CAPITAL OF

AGB RECRUITMENT LIMITED
(given on 31st August, 1994)

On 31st August 1994 the holder of all the "A" ordinary shares in the capital of the company consented to the passing of the resolution in the form annexed as a special resolution of the company and to the variation of the rights attached to those shares involved in or consequent upon the passing of that resolution:

D.E. ATKINS
Secretary

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

CONSENT

OF THE HOLDER OF ALL THE "B" ORDINARY SHARES

IN THE CAPITAL OF

AGB RECRUITMENT LIMITED

(given on 31st August, 1994)

On 31st August 1994 the holder of all the "B" ordinary shares in the capital of the company consented to the passing of the resolution in the form annexed as a special resolution of the company and to the variation of the rights attached to those shares involved in or consequent upon the passing of that resolution:

D.E. ATKINS
Secretary

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AGB RECRUITMENT LIMITED
(passed on 31st August, 1994)

On 31st August, 1994 all the members of the company consented to the passing of the resolution set out below as a special resolution of the company:

That:

- (1) the existing 250,000 "A" ordinary shares of £1 each and the existing 250,000 "B" ordinary shares of £1 each be converted into, and re-designated as, ordinary shares of £1 each ranking *pari passu* in all respects so as to form a single class of shares;
 - (2) the authorised share capital of the company be increased by £500,000 to £1,000,000 by the creation of 500,000 additional ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the company referred to in paragraph (1) above;
 - (3)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £500,000;
 - (b) this authority shall expire one month after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect; and
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- (4) the regulations set out in the printed document annexed be adopted as the articles of association of the company in substitution for all existing articles of association of the company.

D.E. ATKINS
Secretary

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AGB RECRUITMENT LIMITED

(passed on 30th March, 1995)

On 30th March, 1995 all the members of the company consented to the passing of the resolution set out below as a special resolution of the company:

That:

- (1) the authorised share capital of the company be increased by £1,000,000 to £2,000,000 by the creation of 1,000,000 additional ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the company;
 - (2)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £1,000,000;
 - (b) this authority shall expire one month after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect;
 - (3) the directors be authorised to allot 1,000,000 ordinary shares at par pursuant to paragraph (2) above to and among the existing holders of ordinary shares in such proportions as those holders may agree, notwithstanding paragraph (2) of article 3 of the articles of association of the company; and
 - (4) the articles of association of the company be amended by the deletion of paragraph (1) of article 3 and the substitution for it of the following:
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"The share capital of the Company at the date of adoption of this article is £2,000,000 divided into 2,000,000 ordinary shares of £1 each."

D.E. ATKINS
Secretary

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

AGB RECRUITMENT LIMITED

*(adopted by special resolution passed on 31st August, 1994
and amended by special resolution on 30th March, 1995)*

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
 2. (1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
 - (2) Headings to these articles are inserted for convenience only and shall not affect construction.
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SHARE CAPITAL

3. (1) The share capital of the Company at the date of adoption of this article is £2,000,000 divided into 2,000,000 ordinary shares of £1 each.⁴
- (2) Unless otherwise determined by special resolution:
- (a) before allotting any equity securities (as defined in section 94 of the Act) the directors shall offer them for subscription to every person who at the date of the offer is a holder of ordinary shares;
 - (b) the offer referred to in sub-paragraph (a) (the "Offer") shall be made by notice in writing stating the number or amount of equity securities being offered, the price at which the equity securities are offered (the "Offer Price") and any other terms of the Offer;
 - (c) the Offer shall remain open for the period (being not less than 21 days) specified in the notice and, if not accepted within that period, the Offer will be deemed to be declined by the holder concerned;
 - (d) the directors shall allot the equity securities (in the case of competition) to those holders who apply for them in proportion (as far as practicable) to the number of ordinary shares then held by them respectively, but so that an applicant shall not be allotted more shares than the number for which he has applied; and
 - (e) any equity security not taken up under the Offer may (at any time up to three months after the expiry of the Offer) be allotted by the directors at such price (being not less than the Offer Price), on such terms (being no less favourable to the Company than the terms of the Offer), in such manner and to such persons as the directors think fit.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

TRANSFER OF SHARES

4. (1) The directors may refuse to register a transfer of a share which is not fully paid or on which the Company has a lien.
- (2) A person executing an instrument of transfer of a share is deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect of it.
- (3) The first sentence of regulation 24 of Table A shall not apply.

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This article was inserted by special resolution passed on 30th March, 1995.

GENERAL MEETINGS

5. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be amended accordingly.
6. The chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
- 7.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

SHAREHOLDERS' RESOLUTIONS

8. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This
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article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

VOTES OF MEMBERS

- 9.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

DIRECTORS

- 10.(1) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (2) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply.
- (3) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (4) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 11.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
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- (3) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 12.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

- 13. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
 - 14. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
 - 15.(1) The quorum for a meeting of the directors shall be two directors present throughout the meeting. The first sentence of regulation 89 of Table A shall not apply.
 - (2) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting shall not have a second or casting vote. Regulation 88 of Table A shall be amended accordingly.
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16. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
 - 17.(1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
 - (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
 - (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.
 - (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

EXECUTIVE DIRECTORS

- 18.(1) The directors may appoint one or more of their number to any executive office in the Company, (including, but without limitation, that of chairman, deputy chairman or chief executive) for such period and on such terms as they think fit, and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any agreement between the director and the Company.
- (2) The remuneration of any director appointed to any executive office shall be fixed by the directors and may be by way of salary, commission, participation in profits and either in addition to or inclusive of his remuneration as a director.
- (3) Regulation 84 of Table A shall not apply.

SEAL

- 19.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
 - (2) The directors shall provide for the safe custody of every seal which the Company may have.
 - (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile,
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telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.

- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
 - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

- 20.(1) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- (2) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- 21.(1) Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched.

- (2) Regulation 115 of Table A shall not apply.
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INDEMNITY

- 22.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (2) Regulation 118 of Table A shall not apply.