

**GOALWARD LIMITED**

**Written Resolution**

The undersigned, being the sole member of the Company and accordingly being the only member who (at the date of this written resolution) would be regarded for the purposes of Section 381A of the Companies Act 1985 as entitled to attend and vote at a general meeting of the Company, hereby agrees pursuant to such section to the following resolution (which would otherwise be required to be passed as a Special Resolution).

THAT:-

- (a) the two ordinary shares of £1 each in the capital of the Company in issue at the date hereof be and they are hereby redesignated as "B" ordinary shares of £1 each ("B" Shares"), 498 of the authorised but unissued ordinary shares of £1 each in the capital of the Company be and they are hereby redesignated as "B" Shares and 500 of the authorised but unissued shares of £1 in the capital of the Company be and they are hereby redesignated as "A" ordinary shares of £1 each, in each case having the rights and being subject to the restrictions set out in the new Articles of Association to be adopted by the Company pursuant to paragraph (c) of this resolution; and
- (b) the directors be empowered pursuant to the authority given by Article 3 of the Articles of Association of the Company to allot equity securities (as defined in section 94(2) of the Companies Act 1985) up to a nominal amount of £2 to such persons as the Directors may resolve as if section 89(1) of such Act did not apply to any such allotment. The provisions of Article 3 shall be waived accordingly;
- (c) the Articles of Association set out in the document attached hereto, and for the purpose of identification signed by or on behalf of the sole member, be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association, such adoption to take effect immediately following the allotment of the equity securities referred to in paragraph (b) above.

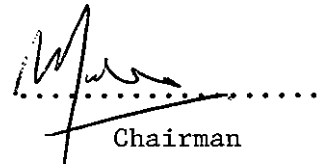
.....20<sup>th</sup> December 1996

.....  
MICHAEL GORDON BENNETT



COMPANIES HOUSE 28/12/96

THE COMPANIES ACTS 1985 AND 1989

  
Chairman

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 20 December 1996)

- of -

GOALWARD LIMITED

PRELIMINARY

1. In these Articles:-

"Michael Bennett" means Michael Gordon Bennett of 6 Coleby Close, Coventry;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"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. The Company is a private company. The regulations contained in Table A, save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company. Regulations 2, 3, 24, 40, 50, 54, 64 to 69 (inclusive), 72 to 81 (inclusive), 89 to 91 (inclusive) and 118 of Table A shall not apply to the Company.

SHARES

3. (a) The shares shall be under the control of the Directors and the Directors may allot any relevant securities (as defined by Section 80(2) of the Act) of the Company to a nominal amount of £1,000 (being the amount of the existing authorised share capital of the Company at the date of the adoption of these Articles) in accordance with the provisions of these Articles.
- (b) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary

of the date of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

- (c) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
  - (d) Subject always to the provisions of Article 5 below, Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
4. (a) The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 500 "A" Ordinary Shares of £1 each and 500 "B" Ordinary Shares of £1 each.
- (b) The "A" Ordinary Shares and the "B" Ordinary Shares shall be separate classes of shares but save as herein expressly provided shall rank *pari passu* in all respects.
5. (a) Save as the holders of the "A" Ordinary Shares and the holders of the "B" Ordinary Shares shall otherwise agree in writing all new shares created upon any increase of capital and any issue of unissued shares shall consist of such number of "A" Ordinary Shares and "B" Ordinary Shares as reflects the proportion as nearly as may be in which the "A" Ordinary Shares and the "B" Ordinary Shares were held prior to such issue.
- (b) Upon any issue of shares the Directors shall first offer the "A" Ordinary Shares to be issued to the holders for the time being of the existing issued "A" Ordinary Shares and if such offer shall not be fully accepted within twenty-one days of the making thereof or on the receipt of an intimation from the member concerned that he declines to accept such offer in full the Directors shall thereupon offer any remaining "A" Ordinary Shares to be issued to the holders for the time being of the existing "B" Ordinary Shares. If such last mentioned offer shall not be fully accepted within twenty-one days from the making thereof the Directors may allot or otherwise dispose of the remaining unissued "A" Ordinary Shares as they may in their discretion think fit subject always to compliance with paragraph (a) of this Article.
- (c) The provisions of paragraph (b) of this Article shall also apply to any issue of "B" Ordinary Shares save that references to "A" Ordinary Shares, shall be construed as references to "B" Ordinary Shares and references to "B" Ordinary Shares shall be construed as reference to "A" Ordinary Shares.
6. The lien conferred by Regulation 8 in Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the

Company whether he be the sole registered holder thereof or one of two or more joint holders.

## RESOLUTIONS

7. Any such resolution in writing as is referred to in Regulation 53 of Table A may consist of several documents in the like form each signed by one or more of the members (or their duly authorised representatives) in that Regulation referred to.

## TRANSFERS

8. (a) The Directors shall register a transfer made either in accordance with the provisions of Article 9, 10 and 11 below or pursuant to the written agreement of all the members for the time being.
- (b) Subject to the provisions of Article 9(a) above the Directors shall in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share.
9. (a) For the purpose of this Article:-
  - (i) the word "company" includes any body corporate;
  - (ii) the expression "a member of the same Group", in relation to any company, means any other company which is for the time being a holding company of such company or a subsidiary of such company or a subsidiary of a holding company of such company. The expressions "holding company" and "subsidiary" have the meanings ascribed to them respectively by Section 736 of the Act;
  - (iii) the expression "Transferor" means a company or other person (other than a Transferee) which has transferred or proposes to transfer shares to a member of the same Group or to a connected person, as the case may be;
  - (iv) the expression "Transferee" means a company or other person for the time being holding shares, in the case of a company, in consequence, directly or indirectly, of a transfer or series of transfers of shares between members of the same Group or, in the case of another person, in consequence of a transfer or series of transfers between connected persons (the relevant Transferor in the case of a series of such transfers being the first transferor in such series);
  - (v) the expression "the Relevant Shares" means and includes (so far as the same remain for the time being held by any Transferee) the shares originally transferred to such Transferee and any additional shares

issued to such Transferee by way of capitalisation or acquired by such Transferee in exercise of any right or option granted or arising by virtue of the holding of the Relevant Shares or any of them or the membership thereby conferred; and

- (vi) "connected person" in relation to any person which is not a company means (i) the wife and adult children of Michael Bennett, (ii) any family or pension trusts which Michael Bennett and/or such associated persons comprise the majority of the trustees or (iii) any company wholly owned by Michael Bennett and/or his associated persons;
- (b) Any shares may at any time be transferred:-
- (i) by any member being a company to a member of the same Group as the Transferor;
  - (ii) by any other member to a connected person; and
  - (iii) to any person with the consent in writing of all other members of the Company.
- (c) If a Transferee ceases to be a member of the same Group of which the Transferor from which (whether directly or by a series of transfers under paragraph (b)(i) above) the Relevant Shares were derived was a member at the time the Relevant Shares were so derived, or if a Transferee ceases to be a connected person, it shall be the duty of the Transferee forthwith to notify the Directors in writing that such event has occurred and (unless the Relevant Shares are thereupon transferred to a member of such Group any such transfer being deemed to be authorised under the foregoing provisions of this Article) the Transferee shall be deemed on the happening of such event to have given notice to the Company indicating its desire to dispose of the shares and to have appointed any director of the Company as his attorney to transfer the shares to the Transferor for a consideration of £1 and to do all things reasonably incidental to such transfer and, pending completion of such transfer and receipt by such attorney of such proceeds, all rights attaching to such shares shall lapse.

#### PROCEEDINGS AT GENERAL MEETINGS

- 10. No business shall be transacted at any General Meeting unless a quorum is present. Two members present (of whom one shall be or represent a holder of "A" shares and one shall be or represent a holder of "B" shares) shall be a quorum for all purposes.
- 11. In Regulation 41 of Table A the following words are to be added at the end "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand dissolved".

12. It shall not be necessary to give any notice of an adjourned Meeting and Regulation 45 of Table A shall be construed accordingly.
13. A poll may be demanded by any member present in person or by proxy and Regulation 46 of Table A shall be modified accordingly.
14. (a) On a show of hands every member who is present in person shall have one vote and on a poll every member shall have one vote for every £1 in nominal amount of the "A" Ordinary Shares of which he is the holder and one vote for every £1 in nominal amount of the "B" Ordinary Shares of which he is the holder provided that:-
  - (i) no "A" Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of a "B" Director;
  - (ii) no "B" Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of an "A" Director;
  - (iii) if at any meeting any holder of any "A" Ordinary Shares is not present in person or by proxy the votes exercisable on a poll in respect of the "A" Ordinary Shares held by members present in person or by proxy shall be pro tanto increased so that such "A" Ordinary Shares together entitle such members to the same aggregate number of votes as could be the case in respect of all the "A" Ordinary Shares if all the holders thereof were present; and
  - (iv) the provisions of sub-paragraph (iii) of this Article shall apply to the votes exercisable on a poll in respect of "B" Ordinary Shares except that references to "A" Ordinary Shares shall be construed as references to "B" Ordinary Shares.
- (b) The Chairman of a general meeting shall not be entitled to a second or casting vote.

#### DIRECTORS

15. The number of Directors shall be not fewer than two.
16. (a) The holders of a majority of the "A" Ordinary Shares for the time being issued shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company to appoint 3 Directors and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be an "A" Director. The holders of a majority of

the "B" Ordinary Shares for the time being issued shall be entitled by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company to appoint 3 Directors and by like notice to remove any Director so appointed and at any time and from time to time by like notice to appoint any other person to be a Director in the place of the Director so removed or in the place of any Director vacating office in any way and originally so appointed by them. Any Director so appointed shall be an "B" Director.

- (b) Every Director appointed pursuant to this Article shall hold office until he is either removed or dies or vacates office pursuant to Article 21 and (subject to the provisions of Section 303 of the Act) neither the Company in General Meeting nor the Directors shall have power to fill any such vacancy but the provisions of this Article may be relaxed or varied to any extent by agreement in writing between the holders of a majority of the "A" Ordinary Shares for the time being issued and the holders of a majority of the "B" Ordinary Shares for the time being issued.
  - (c) Any Director appointed pursuant to this Article shall be at liberty from time to time to make such disclosures to the shareholder (and where such shareholder is a corporation to its holding company or any of the subsidiary companies of such holding company) appointing him as to the business and affairs of the Company as he shall in his absolute discretion determine.
  - (d) Except in manner provided by this Article and Article 19 below no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in General Meeting nor the Directors shall have power to fill any such vacancy.
17. The holders of a majority of the "A" shares and a majority of the "B" shares may jointly from time to time by notice in writing signed by them and left at or sent by registered post to the registered office for the time being of the Company appoint full time employees of the Company as Directors and by like notice remove any Director so appointed and at any time and from time to time by like notice appoint any other person to be a Director in place of the Director so removed or in the place of or in addition to any Director appointed under this Article. Any Director appointed under this Article shall be an Executive Director for the purposes of Article 32.
18. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company.
19. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue

debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

20. A Director entitled to vote 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 does 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 in Table A shall be modified accordingly.
21. The office of Director shall be vacated if the Director
  - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (ii) becomes prohibited from being a Director by reason of any order made under Sections 296 to 299 of the Act; or
  - (iii) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
  - (iv) resigns his office by notice in writing to the Company; or
  - (v) is removed from office under Article 18 or 19.
22. (a) Any Director may by writing under his hand appoint any other person to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.
- (b) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.



23. The quorum necessary for the transaction of the business of the Directors shall be two, of whom one shall be an "A" Director and one a "B" Director. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors. If a quorum is not present within half an hour of the time fixed for the meeting the meeting shall stand adjourned until the same day in the next week at the same time and place.
24. Any such resolution in writing as is referred to in Regulation 93 of Table A may consist of several documents in the like form each signed or approved by letter telex or fax by one or more of the Directors for the time being entitled to vote at a meeting of the Directors and Regulation 93 of Table A shall be modified accordingly.
25. The Chairman of the Board shall be nominated by the holders of a majority of the "A" Ordinary Shares and of the "B" Ordinary Shares.
26. The Directors may delegate any of their powers to committees upon which both the "A" Directors and "B" Directors shall be represented. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or without exclusion of their own powers and may be revoked or altered.
27. The meeting and proceedings of any committee of the Directors formed pursuant to Article 28 above shall be governed by the provisions of these presents regulating the meetings proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors pursuant to Article 28.
28. Any Director or alternate Director or member of a committee of the Directors may participate in a meeting of the Directors or 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 the meeting in this manner shall be deemed to constitute presence in person at such meeting.
29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chief Executive or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.
30. Questions arising at any meeting of Directors shall be determined by a majority of votes, whether such majority shall consist of a whole or a fraction of a vote. For this purpose fractions of a vote shall be taken into account and in the case of an equality

of votes the Chairman of the Board of Directors shall not have a casting vote. Regulation 88 of Table A shall be modified accordingly. On each occasion of the Directors exercising their votes the "A" Directors shall have 3 votes and the "B" Directors shall have 3 votes such votes to be divided equally between such "A" Directors and "B" Directors respectively as are present and voting at the Board meeting. The Executive Directors shall not have a vote.

31. The following proviso shall be added to sub-clause (b) of Regulation 110 of Table A: "provided that the resulting shares distributed to the holders of the "A" Ordinary Shares shall be "A" Ordinary Shares and those distributed to the holders of the "B" Ordinary Shares shall be "B" Ordinary Shares and provided further that all new shares shall be issued in accordance with Article 5".

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
33. Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors or other governing body of the Company may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

#### INDEMNITY

34. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement 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. 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 only have effect insofar as its provisions are not avoided by the Act.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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For and on behalf of  
WATERLOW NOMINEES LIMITED  
Classic House  
174-180 Old Street  
London EC1V 9BP

For and on behalf of  
WATERLOW SECRETARIES LIMITED  
Classic House  
174-180 Old Street  
London EC1V 9BP

Dated the 2nd day of June 1994

Witness to the above Signatures:-

ZOE DOLPHIN  
Classic House  
174-

180 Old Street  
London EC1V 9BP