

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

AEROSOL PRODUCTS LIMITED (No.3843496)

The following written resolutions were passed by the Company on 6 June 2002, which would otherwise be required to be passed as ordinary resolutions and a special resolution.

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the company be increased from £1,000 to £1,501,000 by the creation of an additional 4,000,000 B redeemable preference shares of 10 pence each and 11,000,000 A redeemable preference shares of 10 pence each, in each case having the rights and being subject to the restrictions contained in the new Articles of Association to be adopted pursuant to paragraph 3.
2. **THAT** each of the existing 100 authorised and issued participating, redeemable preference shares shall immediately be subdivided and reclassified as 1000 B redeemable preference shares of 10 pence each.

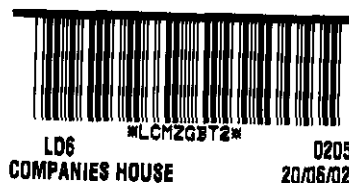
SPECIAL RESOLUTION

3. **THAT** new Articles of Association in the form contained in the draft Articles of Association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all previous Articles of Association.

M. Handley

.....
Chairman

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020 7638 1111
Ref: SJK/246M00040



(No. 3843496)

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

AEROSOL PRODUCTS LIMITED

(adopted by special resolution passed on 6 June 2002)

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PRIVATE COMPANY HAVING A SHARE CAPITAL

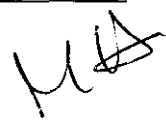
ARTICLES OF ASSOCIATION

- of -

AEROSOL PRODUCTS LIMITED

(adopted by special resolution passed on 6 June 2002)

PRELIMINARY



1. In these Articles, any reference to:-

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

"Article" means the appropriate section of these Articles.

"Group" means the Company, its subsidiary undertakings, its holding company or subsidiary undertakings of such holding company from time to time and **"Group Company"** means any one of them excluding, for the avoidance of doubt, any member of any Shareholder Group;

"Regulation" means the appropriate regulation from Table A;

"Shareholder Group" means any Shareholder, its subsidiary undertakings and associated companies from time to time (but excluding any member of the Group) from time to time;

"Table A" means Table A set out 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).

2. The Company is a private company. The Regulations contained in Table A, save insofar as they are excluded or varied hereby, and the Articles hereinafter contained shall constitute the regulations of the Company. Regulations 2, 24, 40, 50, 54, 64 to 69 (inclusive), 72 to 81

(inclusive), 89 to 91 (inclusive), 94, 95, 101 and 118 of Table A shall not apply to the Company.

SHARES

- 3.1 All shares of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to these Articles) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 The directors may allot any relevant securities (as defined by section 80(2) of the Act) of the Company to a nominal amount of £1,501,000 (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.
- 3.3 The general authority conferred by this Article 3 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.
- 3.4 The directors shall be entitled under the general authority conferred by this Article 3 to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- 3.5 Subject always to the provisions of Article 5, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to any allotment of shares in the Company.
- 4.1 The authorised share capital of the Company at the date of the adoption of these Articles is £1,501,000 divided into:
 - (a) 11,000,000 redeemable 'A' preference shares of 10p each (the **"A' Preference Shares"**);
 - (b) 4,001,000 redeemable 'B' preference shares of 10p each (the **"B' Preference Shares"**);
 - (c) 450 'A' ordinary shares of £1 each (the **"A' Ordinary Shares"**); and
 - (d) 450 'B' ordinary shares of £1 each (the **"B' Ordinary Shares"**).

5. Share rights

The rights attaching to the respective classes of Shares shall be as follows:

- 5.1 As regards income:
 - (a) In respect of any financial year of the Company the profits of the Company for the time being available for distribution shall be applied:

- (i) first in paying to the holders of the 'A' Preference Shares a fixed cumulative cash dividend (the "'A' Preference Dividend") at the rate (exclusive of any associated tax credit) of 0.8 pence per 'A' Preference Share per annum; the 'A' Preference Dividend on each 'A' Preference Share shall accrue from day to day from (and inclusive of) the date of issue of such 'A' Preference Share to (and inclusive of) the date on which such 'A' Preference Share is redeemed and shall become payable and be paid half-yearly on 30 June and 31 December in every year, the first such payment to be made on 31 December 2002 and to be in respect of the period from the date of issue of such 'A' Preference Shares up to (and inclusive of) 31 December 2002;
 - (ii) next (subject to payment in full of the 'A' Preference Dividend and all (if any) arrears of the same) in paying to the holders of the 'A' Ordinary Shares a fixed cash dividend (the "'A' Fixed Dividend") at the rate (exclusive of any associated tax credit) of £100,000 per issued share per annum; the Fixed Dividend shall accrue from day to day throughout each financial year (but not from financial year to financial year) from (and inclusive of) the date of adoption of these Articles and shall become payable and be paid half-yearly on 30 June and 31 December in every year provided that if no dividend is paid on 31 December but such dividend accrues during the remainder of the financial year such dividend shall be payable on 30 June, the first such payment to be made on 31 December 2002;
- (b) The 'A' Preference Dividend and the 'A' Fixed Dividend shall become due and payable on the respective dates referred to in Article 5.1(a) above ipso facto and without any recommendation or resolution of the Directors or the Company in general meeting (and notwithstanding anything to the contrary contained in these Articles). Each payment of any such dividend shall be accompanied by a certificate for the related tax credit (if any).
- (c) The Company shall procure that the profits of any other Group Company for the time being available for distribution shall be paid to it by way of dividend if and to the extent that, but for such payment, the Company would not itself otherwise have sufficient profits available for distribution to pay in full any 'A' Preference Dividend and/or 'A' Fixed Dividend.
- (d) If the Company is not lawfully able to pay any 'A' Preference Dividend or 'A' Fixed Dividend in full on the due date for payment of the same then it shall on such date pay the same to the extent that it is then lawfully able so to do and, in relation to the 'A' Preference Dividend only, any amount not then so paid shall be paid so soon thereafter as the Company is lawfully able to pay the same.
- (e) If any 'A' Preference Dividend (for whatever reason) is not paid in full on the due date for payment then, as from such date, interest shall accrue on the amount unpaid at the rate of two per cent per annum above the base rate of Royal Bank of Scotland PLC from time to time and shall be included in any future dividend due under Article 5.1(a)(i).

- (f) The Company may not distribute any profits in respect of any financial year in addition to those required to be distributed pursuant to Article 5.1(a) unless and until:
- (i) the 'A' Preference Dividends and the 'A' Fixed Dividends in respect of such year and, in addition, any arrears of all or any 'A' Preference Dividend has been paid in full;
 - (ii) the 'A' Preference Shares have been redeemed in full in accordance with Article 5.3;
 - (iii) the 'B' Preference Shares have been redeemed in full in accordance with Article 5.4; and

subject thereto, any profits which the Company may determine to distribute in respect of any financial year shall be applied amongst the holders of the 'A' Ordinary Shares and the 'B' Ordinary Shares (pari passu as if the same constituted one class of share).

- (g) For the avoidance of doubt, the 'B' Preference Shares do not confer on the holder thereof any rights to income.

5.2 As regards capital:

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of all other debts and liabilities (and of costs charges expenses relating to any liquidation, reduction of capital or otherwise) shall be applied:

- (a) first in paying to the holders of the 'A' Preference Shares a sum equal to all arrears and/or accruals of 'A' Preference Dividends and any interest thereon to be calculated down to the payment date (and to be payable irrespective of whether or not any profits have been made or earned by the Company);
- (b) secondly, in paying to the holders of the 'A' Preference Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares;
- (c) thirdly, in paying to the holders of the 'A' Ordinary Shares an amount equal to £2,000,000 or such smaller amount as such shareholders may otherwise agree in writing;
- (d) fourthly, in paying to the holders of the 'B' Preference Shares an amount equal to the subscription price (inclusive of any premium) paid for such shares;
- (e) and, subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the 'A' Ordinary Shares and the 'B' Ordinary Shares (pari passu as if the same constituted one class of share).

5.3 As regards redemption of 'A' Preference Shares:

- (a) In accordance with Article 5.1 and following payment of the 'A' Preference Dividend and the 'A' Fixed Dividend, the Company shall redeem all or such other number of the 'A' Preference Shares then in issue as it may lawfully redeem, such redemptions to be made on 30 June and 31 December in each year commencing on 31 December 2002.
- (b) Subject to the provisions of the Act, upon each date on which all or any of the 'A' Preference Shares become due for redemption pursuant to the foregoing provisions of this Article the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such Shares) of each 'A' Preference Share then due to be redeemed an amount of £1 per 'A' Preference Share together with a sum equal to all arrears and accruals of dividend on such share (whether earned or not) calculated up to (and including) the actual date of redemption.
- (c) Certificates for 'A' Preference Shares shall be deemed to have been cancelled to the extent appropriate on the date upon which the shares to which they relate are redeemed in full. Following any partial redemption of 'A' Preference Shares certificates which then relate in part to 'A' Preference Shares which have not been redeemed shall be delivered up to the Company and, subject only to such delivery up, the Company shall (free of charge) issue new definitive certificates in respect of those 'A' Preference Shares which have not been redeemed.
- (d) If on any due date for redemption of 'A' Preference Shares the Company is prohibited by law from redeeming all of the 'A' Preference Shares then in issue it shall on such date redeem such number of the same as it may then lawfully redeem and shall redeem the balance so soon thereafter as it is not so prohibited and, for so long as such prohibition remains and any such 'A' Preference Shares as aforesaid have not been redeemed (and notwithstanding any other provisions of these Articles) the Company shall not pay any dividend save for the 'A' Preference Dividend and the 'A' Fixed Dividend or otherwise make any distribution of or otherwise decrease its profits available for distribution.
- (e) The Company shall procure that the profits of any other Group Company for the time being available for distribution shall be paid to it by way of dividend if and to the extent that, but for such payment, the Company would not itself otherwise have sufficient profits available for distribution to make any redemption of 'A' Preference Shares required to be made pursuant to this Article.
- (f) Any partial redemption of 'A' Preference Shares shall be made amongst the holders of the 'A' Preference Shares pro rata (as nearly as may be without giving rise to fractions) according to their respective holdings.

5.4 As regards redemption of 'B' Preference Shares:

- (a) In accordance with Article 5.1 and following payment of the 'A' Preference Dividend and the 'A' Fixed Dividend and the redemption in full of the 'A' Preference Shares in accordance with Article 5.3, the Company shall redeem all or such other number of the 'B' Preference Shares then in issue as it may lawfully redeem, such redemptions to be made on 30 June and 31 December in each year commencing on 31 December 2002.

- (b) Subject to the provisions of the Act, upon each date on which all or any of the 'B' Preference Shares become due for redemption pursuant to the foregoing provisions of this Article the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such Shares) of each 'B' Preference Share then due to be redeemed an amount of £1 per 'B' Preference Share.
- (c) Certificates for 'B' Preference Shares shall be deemed to have been cancelled to the extent appropriate on the date upon which the shares to which they relate are redeemed in full. Following any partial redemption of 'B' Preference Shares certificates which then relate in part to 'B' Preference Shares which have not been redeemed shall be delivered up to the Company and, subject only to such delivery up, the Company shall (free of charge) issue new definitive certificates in respect of those 'B' Preference Shares which have not been redeemed.
- (d) If on any due date for redemption of 'B' Preference Shares the Company is prohibited by law from redeeming all of the 'B' Preference Shares then in issue it shall on such date redeem such number of the same as it may then lawfully redeem and shall redeem the balance so soon thereafter as it is not so prohibited.
- (e) The Company shall procure that the profits of any other Group Company for the time being available for distribution shall be paid to it by way of dividend if and to the extent that, but for such payment, the Company would not itself otherwise have sufficient profits available for distribution to make any redemption of 'B' Preference Shares required to be made pursuant to this Article.
- (h) Any partial redemption of 'B' Preference Shares shall be made amongst the holders of the 'B' Preference Shares pro rata (as nearly as may be without giving rise to fractions) according to their respective holdings.

5.5 As regards voting:

- (a) 'A' Ordinary Shares and 'B' Ordinary Shares shall respectively confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote at all general meetings of the Company.
- (b) 'A' Preference Shares and 'B' Preference Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend and speak at all general meetings of the Company but shall not confer any right (in that capacity) to vote thereat.
- (c) The 'A' Ordinary Shares and 'B' Ordinary Shares shall constitute different classes of shares for the purposes of the Act, but save as otherwise expressly provided, the rights attached to and imposed on 'A' Ordinary Shares and 'B' Ordinary Shares shall rank pari passu in all respects.

6. 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 always consist of equal numbers of 'A' Ordinary Shares and 'B' Ordinary Shares issued fully paid and otherwise on the same terms to the holders of the 'A' Ordinary Shares in proportion to such holders' then existing holdings of 'A' Ordinary Shares or in such other proportions between them as all the holders of 'A' Ordinary Shares shall agree in writing and to the holder of the 'B' Ordinary Shares respectively prior to such issue.
7. The lien conferred by Regulation 8 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 is the sole registered holder thereof or one of two or more joint holders.

RESOLUTIONS

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

TRANSFERS

9. The directors shall register a transfer made either in accordance with the provisions of Article 9 or pursuant to any written agreement of all the members but no other transfer of any share or any interest in any share shall be registered by the directors.
10. No transfer of any shares in the Company or any interest or right therein shall occur other than the transfer of the whole legal and equitable title to all (but not some) of the shares held by the relevant member.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum is present at the commencement and throughout the whole of the meeting. Three members present (of whom two shall be or represent holders of 'A' Ordinary Shares and one shall be or represent a holder of 'B' Ordinary Shares) shall be a quorum for all purposes.
12. In Regulation 41, 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".
13. A poll may be demanded by any member present in person or by proxy and Regulation 46 shall be modified accordingly.
14. On a show of hands, the holders of the 'A' Ordinary Shares shall, collectively, be entitled to one vote and the holders of the 'B' Ordinary Shares shall, collectively, be entitled to 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:-

- (a) no 'A' Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of a 'B' director; and
- (b) no 'B' Ordinary Shares shall confer any right to vote upon a resolution for the removal from office of an 'A' director.

DIRECTORS

- 15. The number of directors shall be not less than four of whom at least two shall be appointed by the holder(s) of the 'A' Ordinary Shares and at least two shall be appointed by the holder(s) of the 'B' Ordinary Shares.
- 16.1 The holders 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 three 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 the 'B' Ordinary Shares for the time being issued shall be entitled by notice in writing signed by them and left at the registered office for the time being of the Company to appoint three 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 a 'B' director. Any notice given pursuant to this paragraph of this Article shall take effect immediately upon delivery to the registered office of the Company or upon its being produced to a meeting of the directors.
- 16.2 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 the 'A' Ordinary Shares for the time being issued and the holders of the 'B' Ordinary Shares for the time being issued.
- 16.3 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.
- 17. 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.
- 18. If any director shall be called upon to perform extra services or to make special exertions for any of the purposes of the Company the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be

either in addition to or in substitution for any other remuneration to which he may be entitled as a director.

19. Subject to any agreement between the members, 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 whether outright or 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 therefrom, 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.
21. The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
22. The office of director shall be vacated if the director:-
 - 22.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 22.2 becomes prohibited from being a director by reason of any order made under the provisions of the Company Directors Disqualification Act 1986; or
 - 22.3 in the opinion of all his co-directors becomes incapable by reason of mental disorder of discharging his duties as director; or
 - 22.4 resigns his office by notice in writing to the Company; or
 - 22.5 is removed from office under Article 15.
- 23.1 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 and shall be counted for the purpose of determining whether a quorum be present.

- 23.2 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. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the director appointing him.
24. The quorum necessary for the transaction of the business of the directors shall be three directors comprising two 'A' directors and one 'B' director present at the commencement and throughout the whole of the meeting. 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.
25. Any such resolution in writing as is referred to in Regulation 93 may consist of several documents in the like form each signed or approved by letter, telex or cable by one or more of the directors for the time being entitled to vote at a meeting of the directors and Regulation 93 shall be modified accordingly.
26. The chairman of the board shall be appointed by unanimous agreement between the holders of the issued 'A' Ordinary Shares and the 'B' Ordinary Shares.
27. The directors may delegate any of their powers subject to the provisions of these Articles to committees upon which both the 'A' directors and 'B' directors shall be represented in equal number. 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.
28. The meetings and proceedings of any committee of the directors formed pursuant to Article 26 shall be governed by the provisions of these Articles regulating the meetings and 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 26.
29. 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.
30. 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.

31. Questions arising at any meeting of directors shall be determined by a majority of votes, provided that, in all cases, at least two 'A' directors and one 'B' director must vote in favour of the resolution. In the case of an equality of votes, the chairman of the board of directors appointed pursuant to Article 25 shall have a second or casting vote. On each occasion of the directors exercising their votes at any meeting of directors, the 'A' director(s) shall have three votes and the 'B' director(s) shall have the same number of votes irrespective of the number of 'A' directors and 'B' directors present and voting at the board meeting.
32. The following proviso shall be added to paragraph (b) of Regulation 110: "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

33. 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.
34. 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.

THE SEAL

- 35.1 If the Company has a seal it shall only be used 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 a second director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 35.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

INDEMNITY

- 36.1 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 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. This Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

- 36.2 The directors shall have the power to 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.