

**FILE COPY**



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

Company No. 3953678

The Registrar of Companies for England and Wales hereby certifies that  
BROADLINK LIMITED

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

Given at Companies House, Cardiff, the 22nd March 2000



\*N03953678S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B

Please complete in typescript, or  
in bold black capitals.

# Declaration on application for registration

Company Name in full

BROADLINK LIMITED



\* F0120G30 \*

ANTONY HAWKER on behalf of PALMERSTON SECRETARIES LIMITED

of

Palmerston Business Centre 11 Palmerston Road Sutton Surrey

# Please delete as appropriate.

do solemnly and sincerely declare that <sup>we are</sup> I am a [Solicitor engaged in the formation of the company] person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985# and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

17 Scarbrook Road, Croydon, Surrey

the

TENTH

day of

MARCH

2000

\* Please print name

before me \*

WILLIAM ROBERT FULCHER

Signed

Date

10 MARCH 2000

A Commissioner for Oaths or ~~Notary Public or Justice of the Peace~~ or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Business Management Services

Ref: JS1B678

11 Palmerston Road, SUTTON, Surrey

SM1 4QL

Tel 0181 661 2244

DX number

DX exchange



A01  
COMPANIES HOUSE

\*A36120U4\*  
0385  
16/03/00

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ  
for companies registered in England and Wales

DX33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



**SECRETARIAT**

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

**CHFP029**

**10**

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

Broadlink Limited

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

PALMERSTON BUSINESS CENTRE

11 PALMERSTON ROAD

Post town SUTTON

County / Region SURREY

Postcode SM1 4QL

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

X

Agent's Name Palmerston Secretaries Limited

Address Palmerston Business Centre

11 Palmerston Road

Post town Sutton

County / Region Surrey

Postcode SM1 4QL

Number of continuation sheets attached

0

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

BUSINESS MANAGEMENT SERVICES, PALMERSTON BUSINESS

CENTRE, 11 PALMERSTON ROAD, SUTTON, SURREY, SM1 4QL

Tel 020 8661 2244

DX number

DX exchange



When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff**  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name

Broadlink Limited

**NAME** \* Style / Title

\*Honours etc

Forename(s)

Surname

PALMERSTON SECRETARIES LIMITED

Previous forename(s)

\* Voluntary details

Previous surname(s)

**Address**

PALMERSTON BUSINESS CENTRE

**Usual residential address**

For a corporation, give the registered or principal office address.

11 PALMERSTON ROAD

Post town

SUTTON

County / Region

SURREY

Postcode

SM1 4QL

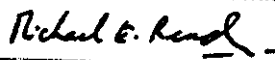
Country

ENGLAND

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

**Consent signature**

Palmerston Secretaries Limited



Date

10 March 2000

Authorised Signatory

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \* Style / Title

\*Honours etc

Forename(s)

Surname

PALMERSTON REGISTRARS LIMITED

Previous forename(s)

Previous surname(s)

**Address**

PALMERSTON BUSINESS CENTRE, 11 PALMERSTON ROAD,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

SUTTON

County / Region

SURREY

Postcode

SM1 4QL

Country

ENGLAND

Day Month Year

Date of birth

Nationality

**Business occupation****Other directorships**

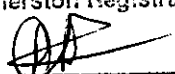
See attached list

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

**Consent signature**

Palmerston Registrars Limited

by



Authorised Signatory

Date

10 March 2000

**Directors** (continued) (see notes 1-5)  
**NAME** \* Style / Title

\* Voluntary details

Forename(s)

\*Honours etc

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by

**Either**

an agent on behalf  
of all subscribers

Signed

Palmerston Secretaries Limited

by

*Michael E. Hendry*

Authorised Signatory

Date

10 March 2000

**Or the subscribers**

(i.e those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

# PALMERSTON REGISTRARS LIMITED

## LIST OF DIRECTORSHIPS

Name of Company	Appointed	Resignation
Apona Limited	18.04.96	Resigned 02.07.96
Ballymount Limited	27.05.97	Resigned 04.07.97
Bandlight Limited	09.02.96	Resigned 04.02.98
Billydene Limited	04.03.97	Resigned 19.06.97
Brooklea Limited	14.09.98	
Bushmeadow Limited	07.08.96	Resigned 04.12.96
C S Scaffolding Limited	20.04.95	Resigned 22.06.95
Charles Fraser Fleming Limited	03.03.95	
Design Projects (Ascot) Limited	22.12.93	Resigned 01.12.95
Drareg Constructors Limited	29.04.97	Resigned 30.05.97
Dynasty Technologies (UK) Limited	02.10.95	Resigned 08.01.96
Enya Limited	18.07.97	Resigned 26.11.97
Fentona Limited	18.04.96	Resigned 19.04.97
Hutschenreuther Limited	21.10.97	Resigned 21.10.97
Hutschenreuther UK Limited	26.09.97	Resigned 26.09.97
Key Benefits Limited	21.06.96	Resigned 16.09.96
Kleffmann & Partner Limited	27.05.97	Resigned 27.05.97
Lowtek Limited	18.07.97	Resigned 18.07.97
Mewaf Limited	15.12.95	Resigned 25.01.96
Oakhand Limited	18.07.97	Resigned 29.10.97
Simclare Electrical Services Limited	30.01.98	Resigned 03.03.98
The Teddy Bear Food Company Limited	01.08.96	Resigned 21.06.99

### Business Management Services

Palmerston Business Centre, 11 Palmerston Road, Sutton, Surrey SM1 4QL  
 Telephone: 0181 661 0445 Fax: 0181 661 0445 email: pbc@dial.pipex.com

312327 3953678

# THE COMPANIES ACT 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares



051272

## MEMORANDUM OF ASSOCIATION

of



## BROADLINK LIMITED

- I. The Company's name is BROADLINK LIMITED.
- II. The Company's registered office is to be situated in England and Wales.
- III. The Company's objects are:-
  - A.
    1. To carry on business as a general commercial company and to carry on any trade or business whatsoever.
    2. The Company has the power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.
  - B. To carry on any other trade or business which can, in the opinion of the board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company or further any of its objects.
  - C. To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
  - D. To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, walls, wharves, roads, railways, machinery, engines, fences, banks, dams, sluices or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, or to carry out or join with others in carrying out any other works which may be convenient or necessary in connection with any business or objects of the Company.
  - E. To acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or (so far as may be lawful) for limiting competition, or for mutual assistance, with any such person or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to

hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

- F. To make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to the Company and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.
- G. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of the property, rights and interests of the Company.
- H. To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- I. To lend and advance money or give credit to such persons or companies on such terms as may seem expedient and whether with or without security.
- J. To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- K. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of any moneys, premiums, interest and dividends on any shares, debentures or other securities or rights of any person or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's parent company or a subsidiary undertaking of the Company or the Company's parent company or a company otherwise associated with the Company in business.
- L. To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- M. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- N. To apply for, promote and obtain any legislation charters, privileges, concessions, licences or authorisations of any government or authority (whether supreme, municipal, local or otherwise) and any provisional order or licence for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any legislation, actions, steps, proceedings or applications which may appear directly or indirectly to be adverse to the interests of the Company or of its members.
- O. To enter into any arrangements with any governments or authorities (whether supreme, municipal, local or otherwise), or any companies or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.



- P. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- Q. To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- R. To remunerate any person or company rendering services to the Company, whether by cash payment or subject to the provisions of the Companies Act 1985 by the allotment to him or them of or the grant of options over shares, debentures or other securities or rights of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- S. To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities or rights of the Company.
- T. To establish, maintain, participate in and contribute to or procure the establishment and maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a holding company or subsidiary of the Company or is allied to or associated with the Company or with any such holding company or subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company or any subsidiary to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase such shares, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, or for any other purpose which may be considered directly or indirectly to further the objects of the Company or the interests of its members, and to do any of the matters aforesaid either alone or in conjunction with others.
- U. To procure the company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- V. To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, /or otherwise acquire all or any part of the shares, debentures or other securities or rights of any such company as aforesaid.
- W. To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the undertaking, property or assets of the Company or any interest therein for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities or rights of any other company, government or authority (whether supreme, municipal, local or otherwise).
- X. To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities or rights of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Company or of which the Company may have the power of disposing.

- Y. To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, either itself or through the medium of any subsidiary or associated companies or otherwise, and whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, trustees, sub-contractors or otherwise, and either alone or in conjunction with others.

And it is hereby expressly declared that:-

1. the word "company" in this clause, 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 domiciled in the United Kingdom or elsewhere; and
  2. the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.
- IV. The liability of the Members is limited.
- V. The Share Capital of the Company is ~~£10,000~~ divided into 10,000 Shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shown opposite our respective names.

---

NAMES AND ADDRESSES  
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER

---

For and on behalf of  
PALMERSTON REGISTRARS LIMITED  
Palmerston Business Centre  
11 Palmerston Road  
Sutton Surrey SM1 4QL

*Richard E. Read*

ONE

---

Dated the 10th March 2000

Witness to the above Signatures:

Julie Akhurst  
Palmerston Business Centre  
11 Palmerston Road  
Sutton Surrey SM1 4QL

*Julie Akhurst*

# **THE COMPANIES ACT 1985**

(As amended by the Companies Act 1989)

Private Company Limited by Shares

## **ARTICLES OF ASSOCIATION**

of

## **BROADLINK LIMITED**

### **PRELIMINARY**

1. (a) Subject as hereinafter provided the Regulations incorporated in Table A as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and hereinafter called "Table A" shall apply to the Company.
- (b) Regulations 35, 53, 64, 68, 73 to 81, 94 to 97 (both inclusive), 101, 115 and 118 of Table A shall not apply to the Company.
- (c) Any reference in these Articles to "The Act" shall mean the Companies Act 1985 as amended or extended by any other enactment.
- (d) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

### **ALLOTMENT OF SHARES**

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):-
  - (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.
  - (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company.
- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4. (a) No share shall be issued at a discount.
- (b) The Company shall not have power to issue share warrants to bearer.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

## SHARES

5. (a) Subject to Chapter VII of Part V of the Act, and to the Regulations of the Company, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
- (b) Subject to Chapter VII of Part V of the Act, any shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise. Regulation 3 of Table A shall be modified accordingly.
- (c) Subject to Chapter VI of Part V of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.
6. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The company shall have a first and paramount lien on every share (not being fully paid) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all monies presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from these provisions. The Company's lien, if any, on a share shall extend to all dividends payable thereon. Regulation 8 of Table A shall be modified accordingly.

## TRANSFER OF SHARES

7. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

## GENERAL MEETINGS AND RESOLUTIONS

8. (a) Any proxy appointed by a member of the Company in accordance with Section 372 of the Act shall be entitled to vote on a show of hands as well as on a poll, provided that no person present shall be entitled to more than one vote on a show of hands save as provided in Regulation 50 of Table A.
- (b) In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands to vote instead of him and that such proxy need not also be a Member.
- (c) Regulations 38 and 59 of Table A shall be modified accordingly.
- (d) Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat a facsimile transmission or other machine made copy of an instrument appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.
- (e) At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".
9. A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative).

## APPOINTMENT AND REMOVAL OF DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.
11. (a) The Directors shall not be required to retire by rotation.
- (b) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- (c) Subject to paragraph (b) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (d) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined by the Company in General Meeting as the maximum number of Directors for the time being in force.
- (e) Regulation 84 of Table A shall be modified by the deletion of the last sentence therefrom.

12. Without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office.
13. The office of a Director shall be vacated if:-
  - (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he becomes incapable by reason of illness or injury of managing his property and affairs; or
  - (d) he resigns his office by notice to the Company.

### **ALTERNATE DIRECTORS**

14. An appointment or removal of an alternate director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than 24 hours notice in writing to the Company and to the appointor given by a majority of his co-Directors.

### **PROCEEDINGS OF DIRECTORS**

15. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Company it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.
16. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.
17. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a Meeting of the Directors in accordance with section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

### **BORROWING POWERS**

18. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and subject to section 80 of the Act to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third part.

### **GRATUITIES AND PENSIONS**

19. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".

## **DIVIDENDS**

20. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

## **NOTICES**

21. (a) Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulations 112 of Table A shall be modified accordingly.

(b) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent.

## **EXECUTION OF DOCUMENTS**

22. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the 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 by a second Director. Any document signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall only be so signed with the authority of a resolution of the Directors or a committee of the Directors.

## **INDEMNITY**

23. The Company may in accordance with Section 310(3) of the Act pay for any liability insurance and also shall out of the assets of the Company indemnify any Director, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted in any connection with an application under 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.



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NAMES AND ADDRESSES OF SUBSCRIBERS

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For and on behalf of  
PALMERSTON REGISTRARS LIMITED  
Palmerston Business Centre  
11 Palmerston Road  
Sutton Surrey SM1 4QL

*Michael E. Akhurst*



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Dated the 10th March 2000

Witness to the above Signatures:

Julie Akhurst  
Palmerston Business Centre  
11 Palmerston Road  
Sutton Surrey SM1 4QL

*Julie Akhurst*

