

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

AN UNLIMITED COMPANY NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE ANCHOR FOUNDATION

(As amended by Written Resolutions under Section 381A of the Companies Act on the 30th day of May 2001 and 6th day of May 2003 and under Chapter 2 of Part 13 of the Companies Act 2006 on the 1st day of November 2007)

- 1 The Company's name is "THE ANCHOR FOUNDATION".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 (a) The Company's objects are for such exclusively charitable purpose or purposes as the Trustees in their absolute discretion shall from time to time decide.
- (b) Throughout this memorandum of association 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.
- 4 In furtherance of the aforementioned objects but not further or otherwise the Company shall have the following powers:-
 - (a) To apply any of the income, assets or property of the Company in or towards any purposes recognised by law as charitable and for no other purpose.
 - (b) Without prejudice to the generality of the foregoing and subject to the limitation aforesaid to promote, support, assist and encourage established charities.
 - (c) To obtain, collect, accept and receive money and funds by way of contribution, subscription, donation, offertory, legacy or otherwise, for the purposes of the Company, or on behalf of any association or institution established for exclusively charitable objects.
 - (d) To purchase, take on lease or in exchange, hire, accept as a gift or otherwise acquire any real or personal property and any rights or privileges

which are necessary for the promotion of its objects and to construct, maintain, repair, renovate, equip, decorate and alter any buildings or erections temporary or permanent necessary for the work of the Company.

- (e) Subject to such consents (if any) as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as the Company shall think fit.
- (f) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in the name of the Company or any nominee of the Company anywhere in the world.
- (g) Subject to such consents (if any) as may be required by law to sell, manage, let, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property or assets of the Company as may be thought necessary with a view to the promotion of its objects or any of them.
- (h) To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (i) To establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for or manage or subscribe or guarantee or lend money or assistance to any charitable association, society, company or other body, corporate or incorporate, whose objects are altogether or in part similar to the objects of the Company, but so that none of the funds of the Company shall be paid to any federated, affiliated or co-operating association, society or other body which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company by Clause 5 of this Memorandum.
- (j) To pay transfer or apply any real or personal property or the income thereof to or for the charitable activities of any charitable institutions, purposes or objects as aforesaid anywhere in the world to the intent that the Company may either itself apply any such property or income for the benefit of or in the furtherance of any charitable purposes or objects or may pay or transfer the same to any charitable institutions (whether corporate or not) without seeing to the further application thereof.
- (k) To act as trustees, governors or managers of any real or personal property given or held upon trust for charitable purposes.
- (l) To act either alone or jointly with any other person or body or persons, institution or authority.
- (m) Subject to Clause 5 hereof make all reasonable and necessary provision for and to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees of the Company, their widows, widowers, children and other dependants.

- (n) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
- (o) To do all such other lawful things as are necessary to the attainment of the above objects or any of them.

PROVIDED ALWAYS THAT:-

- (i) Nothing hereinbefore contained shall authorise or be deemed to authorise the carrying on of any activity for any purpose other than a charitable purpose (within the legal meaning of that expression) and all of the objects hereinbefore set out shall be limited and construed subject to and in conformity with this proviso.
- (ii) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (iii) The Company's objects shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers.
- (iv) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, any officer of the Company shall be chargeable for any such property that may come into his hands and shall be answerable and accountable for his own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such officer would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such officers but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company and (subject as hereinafter provided) no member or director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company **PROVIDED THAT** nothing herein shall prevent the payment in good faith by the Company:-

- (A) Of reasonable and proper remuneration to any member, officer or employee of the Company (not being a director) for any services rendered to the Company.
- (B) Of interest on money lent by a member of the Company or a director at a rate per annum not exceeding two per cent less than the base rate prescribed for the time being by Barclays Bank Plc or three per cent

whichever is the greater.

- (C) Of reasonable and proper rent for premises demised or let by any member of the Company or a director.
 - (D) To any member of the Company or to any officer or employee of out-of-pocket expenses.
 - (E) Of all usual professional and other charges to any member of the Company or to any director for the time being a solicitor or other person engaged in any profession for work done by him or his firm when instructed by the directors so to act in that capacity on behalf of the Company
- 6 If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities including provision for the continuance of any pensions or allowances to retired employees of the Company in accordance with any pensions scheme for the time being in force at the date of the liquidation any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company or any of them and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof such charitable institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

AN UNLIMITED COMPANY NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ANCHOR FOUNDATION

(As amended by Written Resolutions under Section 381A of the Companies Act 1985 on the 30th day of May 2001 6th September 2001 and 6th day of May 2003 and under Chapter 2 or Part 13 of the Companies Act 2006 on the 1st day of November 2007)

- 1 In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof

WORDS

MEANINGS

The Act

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

These Articles

These Articles of Association and the regulations of the Company from time to time in force

The Office

The Registered Office of the Company

Month

Calendar month

In writing

Written, produced or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

The Company

The above named Company

Trustee

Director

The United Kingdom

Great Britain and Northern Ireland

And words importing the singular number only shall include the plural number and vice versa;

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, the words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles

All references (whether express or implied) to powers exercisable by the Members shall be taken to mean (unless otherwise required hereby or by law) powers exercisable by a majority of them.

Throughout these Articles 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

MEMBERS OF THE COMPANY

- 2 The subscribers to the Memorandum of Association and such other persons as a majority of the members (or the member if only one) for the time being shall admit to membership shall be members of the Foundation. Any member may resign his membership by notice to that effect to the Company's secretary at the Company's registered office for the time being provided that no fewer than two members shall remain immediately after his resignation. The Personal Representatives of a sole member may appoint up to three members in his or her place, or (in default of such appointment within six months after the first grant or probate of the will of sole members) any person nominated by him or her in writing for the purpose may appoint up to three members in his or her place.
- 3 The Company shall maintain a register of members for the purpose of recording the particulars required by Section 352 of the Act of members.

GENERAL MEETINGS

4. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
5. All other General Meetings shall be called Extraordinary General Meetings.
6. The Trustees may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions as provided by Section 368 of the Act.

NOTICE OF GENERAL MEETINGS

7. Twenty one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least (exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every other General Meeting of the Company specifying the place, the day and hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company, provided that with the written consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened on such shorter notice and in such other manner as those members may think fit. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any persons entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at, any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8 All business shall be deemed special which is transacted at an Extraordinary General Meeting and all business which is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet.
- 9 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be not less than two Members present in person or by proxy
- 10 The Chairman, if any, of the Trustees shall preside as Chairman at every General Meeting of the Company, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to preside, the Trustees present shall elect one of their number to be Chairman of the Meeting.
11. If at any meeting no Trustee is willing to act as Chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the Meeting.
- 12 Subject to the provisions of the Act, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and such resolution may consist of more than one document in like form each signed by one or more Members.
- 13 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisitions of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum, and shall be entitled to hold the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time

and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given in the same manner as an original meeting. Save as aforesaid the Members shall not be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting.

15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
16. In the case of an equality of votes the Chairman of the Meeting shall be entitled to a second or casting vote

VOTES OF MEMBERS

17. At General Meetings of the Company every Member shall have one vote.
18. Votes may be given on a show of hands either personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act.
19. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.
20. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.
21. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
22. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“THE ANCHOR FOUNDATION

I, _____,
of _____,
a member of _____,
hereby appoint _____,
of _____,
and failing him, _____,
of _____ as my proxy,
to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned as
the case may be) General Meeting of the Company to be held on the
day of _____ and at every adjournment thereof
As Witness my hand this _____ day of _____ 2000."

The instrument appointing a proxy shall be deemed to confer authority to demand
or join in demanding a poll.

TRUSTEES

23. The number of Trustees shall be not less than three nor more than five. A Trustee need not be a Member
24. Without prejudice to the provisions of Section 303 of The Act the Trustees shall not be liable to retire in rotation at each Annual General Meeting.
25. No person shall, unless recommended by the Trustees for election, be eligible for election as a Trustee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary of the Company notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be so elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
26. The Trustees may at any time, and from time to time, including at any General Meeting of the Company, appoint any person or persons to be a director either to fill a casual vacancy or as an addition to the existing Trustees, provided that the prescribed maximum be not thereby exceeded. Any Trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

27. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove from office any Trustee howsoever appointed notwithstanding anything in these Articles or in any agreement between the Company and such Trustee PROVIDED THAT if it should be proposed that any Trustee shall be removed from office such Trustee shall be given a written or oral notice of the reasons for such proposed removal and an opportunity (exercisable within a specified period of time) to make written or oral submissions on such proposed removal to the Members of the Company before a decision as to removal is taken by them.
28. The Company may by ordinary resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article. Without prejudice to the powers of the directors under Article 32 the Company in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional director.

POWERS OF THE TRUSTEES

29. The business of the Company shall be managed by the Trustees who may pay all such expenses of and preliminary and incidental to the re-registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by Company in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made
30. The Trustees for the time being of the Company may act notwithstanding any vacancy in their body, provided always that in case they shall at any time be or be reduced in number to less than the minimum number prescribed by, or in accordance with these Articles, it shall be lawful for them to act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose
31. The Trustees shall cause proper minutes to be kept of the proceedings of all meetings of the Company and of the directors and of committees and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
32. The Trustees shall have power to delegate -
- (a) any function consisting of carrying out a decision that the Trustees have taken;
 - (b) any function relating to the investment of assets belonging to the Company (including, in the case of land held as an investment, managing the land and creating and disposing of an interest in the land);

- (c) any other function prescribed by an order made by the Secretary of State pursuant to the Trustee Act 2000.

The Trustees may delegate any one or more of the above functions on such terms as to remuneration and other matters as they may determine but they may not restrict the liability of the delegate to the Company unless it is reasonably necessary for them to do so.

- 32 (A) The Trustees shall have no power to take any decision or action on behalf of the Company relating to any of the following matters without the approval in writing of all the members of the Company for the time being that is to say any borrowing, debt, liability or obligation of any kind to be incurred on behalf of the Company in circumstances where the aggregate amount remaining undischarged of all sums borrowed by the Company or owed by the Company as a debt, liability or obligation shall exceed an amount equal to ten per cent of the net assets of the Company (the value of the net assets being determined as at the date on which a decision or any action as aforesaid is purposed to be taken by the Trustees).

DISQUALIFICATION OF TRUSTEES

- 33. The office of Trustee shall be vacated in any of the following events namely:-
 - (a) if by notice in writing to the Company he resigns his office, or
 - (b) if a receiving order is made against him or he makes any arrangements or composition with his creditors; or
 - (c) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) if he ceases to hold office by reason of any order made under Section 296 of the Act; or
 - (e) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 34. The Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit and determine the quorum necessary for the transaction of business which shall never be less than two. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Trustee may, and the Secretary on the requisition of a Trustee shall, at any time, summon a meeting of the Trustees by notice served upon the several members of the Board of directors. It shall not be necessary to give notice of a meeting of the directors to any director for the time absent from the United Kingdom.
- 35. The Trustees shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Trustees and may determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present may choose one of their number to be Chairman of the meeting.

36. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Trustees generally.
37. The Trustees may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Trustees.
38. The meetings and proceedings of any committee formed pursuant to Article 37 hereof shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by any regulations made by the directors. All acts and decisions taken under such delegated powers shall be reported to and confirmed by the Trustees.
39. All acts bona fide done by any meeting of the Trustees or of a committee of directors or by any person acting as a Trustee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
40. A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a meeting of the Trustees or of a committee of Trustees shall be as valid and effective as if it had been passed at a meeting of the Trustees or a committee of the Trustees duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Trustees.

SECRETARY

41. Subject to Sections 10(5) and 13(5) of the Act the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The provisions of Sections 283(1) to (3) inclusive and Section 284 of the Act shall apply and be observed.

ACCOUNTS

42. The Trustees shall cause accounting records to be kept in accordance with applicable legal requirements.
43. The accounting records shall be kept at the Office or subject to Sections 221 to 223 (inclusive) of the Act at such other place or places as the Trustees may think fit and shall always be open to the inspection of the Trustees.
44. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Trustees and no Member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Trustees or by the Company in General Meeting.

45. At the Annual General Meeting in every year the Trustees shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the auditors, and copies of such account, balance sheet and reports, (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the Annual General Meeting as required by Section 241 of the Act

AUDIT

46. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
47. Auditors shall be appointed and their duties regulated in accordance with Sections 241, 384 to 391 (inclusive) and 713 of the Act.

NOTICES

48. Any notice or other document may be served by the Company on any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members.
49. Any notice or other document, if served by post, shall be deemed to have been served two days following that on which the envelope containing the same is put in to the post, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, and put into the post as a prepaid letter.
50. Any member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company

DISSOLUTION

51. Clause 5 (relating to payments or transfers of income or property by way of profit to members of the Company) and Clause 6 of the Memorandum of Association (relating to the winding up and dissolution of the Company) shall have effect as if the provisions thereof were repeated in these Articles