

**FILE COPY**



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

Company No. 5662685

The Registrar of Companies for England and Wales hereby certifies that  
**ELECTRIC FISH 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 23rd December 2005



\*N05662685P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House  
— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

5662685

Company Name in full

ELECTRIC FISH LIMITED

I,

BRYAN MOORE

of

20 MELTON, Stantonbury, Milton Keynes MK14 6BT†

† Please delete as appropriate.

do solemnly and sincerely declare that 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

*[Signature]*

Declared at

79 High Street, Stony Stratford, Milton Keynes

Day Month Year

On

16 12 2005

① Please print name.

before me ①

*[Signature]* JAGATIA (SOLICITOR)

Signed

*[Signature]*

Date

16/12/05

† 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.

~~ASTON ACCOUNTANCY LTD~~

~~74 High Street, Stony Stratford, Milton Keynes MK14 6BT  
Tel: 01908 254215  
Fax: 01908 252077~~

Tel

DX number 56901

DX exchange Stony Stratford



A41  
COMPANIES HOUSE

\*A5328BCC\*  
246  
19/12/2005

Form revised June 1998

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

**Companies House, Crown Way, Cardiff, CF14 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

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

### Company Name in full

ELECTRIC FISH LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

20 MGLTON

STANTON BLWY

Post town

MILTON KEYNES

County / Region

BUCKS

Postcode

MK146BH

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

Address

**ASTON ACCOUNTANCY LTD**

76 High Street, Milton Keynes MK14 6BH

Tel: 01908 282075

Fax: 01908 282077

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information that  
you give will be visible to searchers of  
the public record.

**ASTON ACCOUNTANCY LTD**

76 High Street, Milton Keynes MK14 6BH

Tel: 01908 282075

Fax: 01908 282077

Tel

DX number

DX exchange



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

**DX 235 Edinburgh**

for companies registered in Scotland

or LP - 4 Edinburgh 2

# Company Secretary (see notes 1-5)

Company name

ELECTRIC FISH LIMITED

NAME

\*Style / Title

MRS

\*Honours etc

\* Voluntary details

Forename(s)

GEMMA

Surname

MOORE

Previous forename(s)

-

Previous surname(s)

-

Address \*\*

20 MELTON

STANTON BURY

Post town

MILTON KEYNES

County / Region

BUCKS

Postcode

MK146BH

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

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

Consent signature

\*

MOORE

Date

16/12/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

BRYAN

Surname

MOORE

Previous forename(s)

-

Previous surname(s)

-

Address \*\*

20 MELTON

STANTON BURY

Post town

MILTON KEYNES

County / Region

BUCKS

Postcode

MK146BH

Country

ENGLAND

\*\* Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

10 08 1977

Nationality

BRITISH

Business occupation

ELECTRICIAN

Other directorships

-

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

Consent signature

\*

BRYAN

Date

16/12/05

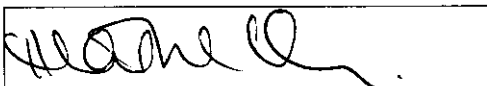
## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
		<b>Forename(s)</b>				
		<b>Surname</b>				
		<b>Previous forename(s)</b>				
		<b>Previous surname(s)</b>				
		<b>Address</b> <input type="checkbox"/>				
		<b>Post town</b>				
		<b>County / Region</b>		<b>Postcode</b>		
		<b>Country</b>				
		<b>Date of birth</b>		<b>Nationality</b>		
		Day Month Year				
		<b>Business occupation</b>				
		<b>Other directorships</b>				
		I consent to act as director of the company named on page 1				
		<b>Consent signature</b>			<b>Date</b>	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

16/12/05

Signed



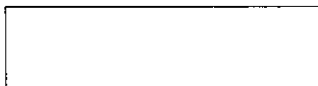
Date



Signed



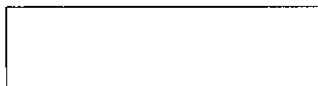
Date



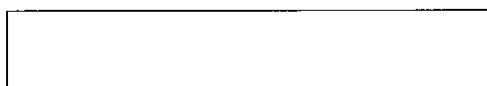
Signed



Date



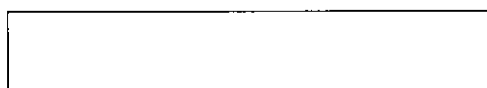
Signed



Date



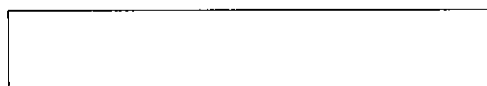
Signed



Date



Signed



Date



## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

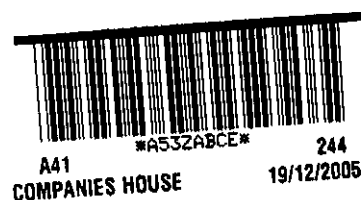
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

COMPANY LIMITED BY SHARES  
Memorandum of Association

1. The Company's name shall be : Electric Fish Limited
2. The Company's registered office shall be situated in England and Wales.
3. The Company's objects are :  
(1a) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses; manufacturers, importers, exporters, agents, dealers, (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption, and in all kinds of raw materials; warehousemen, storage contractors, shipping and forwarding agents; manufacturers and dealers in all types of equipment and machinery; dealers in property or estates, property developers, and investors, property managers, to offer services of accountant, solicitor, book-keeper or secretary, estate agents, insurance agents and brokers, financiers, financial advisors and business transfer agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of companies, corporations firms or persons; builders, scaffolders, contractors, sign makers, heating and ventilation engineers, and contractors; refrigeration engineers, specialists and contractors; decorators, painters, bricklayers, carpenters; shuttering manufacturers, and erectors; joiners, public works contractors; plasters, plumbers, electricians; shop front fitters; carpet dealers and layers; builders and decorators merchants, civil mechanical, constructional, agricultural consulting heating, electrical and general engineers, architects, welders, sheet metal workers, double glazing, and window consultants, blacksmiths, motor engineers, garage proprietors, car dealers, car hire, service, taxi proprietors, and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors general engineers, toll makers, booking agents for and managers of cinemas, theatres and all other kinds of entertainment's and sporting events, turf and sporting accountants in their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers greengrocers fishmongers and poultry merchants, dealers in health foods, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers,



jewellers, radio, television and electrical retailers, dealers and repairers; toys, games and sports equipment, dealers; photographers and dealers in all kinds of photographic materials and equipment, film producers and distributors, footwear manufacturers, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, medical supplies, printers, publishers, stationers, advertising and publicity agents, public relation specialist, consultants and employment agents, hire purchase and leasing operators, computer operators, programmers and dealers, video dealers, market research specialist, business advisors, mail order specialist, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, locksmiths, security advisors, plant hirers, scrap iron and waste merchants and commodity traders and to carry on all or any of the said business and to provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(1b) To carry on any other business which in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the Company's property or further its objects of any of them.

(2) To act as a commercial company and in particular but without prejudice to the generality of the foregoing to carry on with and without the United Kingdom all or any of the following businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers both wholesale and retails in all articles of commercial, manufacturing, personal and household use and consumption.

(3) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.

(4) To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold or deal in, whether on its own account or for any other person, any shares debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in the United Kingdom or any overseas country or place.



(5) To purchase, take on lease, hire or otherwise acquire and hold for an estate or interest any land building, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock in trade and any real and personal property of any kind which may be conveniently used with or may enhance the value of any other property of the Company.

(6) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings of any kind whatsoever and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.

(7) To purchase or otherwise acquire, take over and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into any partnership or into any arrangement for sharing profits, for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares debenture stock or securities so received.

(8) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, designs, protections and concessions and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expand monies in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(9) 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, or otherwise deal with all or any part of the property or rights of the Company.

(10) To lend and advance money or to give credit on such terms as may seem expedient and with or without security to customers, clients and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or persons including any holding company, or fellow subsidiary company in any manner.

(11) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or debenture stock 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 by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.

(12) 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.

(13) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(14) To enter into any arrangements with any Governments or Authorities or any companies firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any Government, Authority company firm or person any charters, contracts decrees, rights, privileges, and concessions and to carry out, exercise and comply with any such charters, contracts decrees rights privileges and concessions.

(15) To act as agents or brokers and as trustees for any Company, firm or person and to undertake and perform subcontracts and also to act in any of the businesses of the Company through or by means of agents brokers subcontractors and others.

(16) To remunerate any company firm or person rendering services to this Company either by cash payment or allotment to him or them of shares or securities of the Company credited as paid up in full or part or otherwise as may be thought expedient.

(17) To support and subscribe to any charitable or public object and to support and subscribe to any institution society or club which may be for the benefit of the Company or its Directors or employees; or may be connected with any town or place where the Company carries on its business.

(18) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally provide advantages facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or any such subsidiary holding or fellow subsidiary and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance and to set up establish support and maintain superannuation and others funds or schemes (whether contributory or non contributory) for the benefit of any such persons and of their wives, widows children and other relatives and dependants; and to set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the company and to lend money to any employee or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(19) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any company firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business capable of being conducted so as directly or indirectly to benefit the Company.

(20) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(21) To sell or otherwise dispose of the whole of any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares

debentures or securities of other company purchasing the same.

(22) To distribute among Member of the Company in kind, any property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company of which this Company may have the power of disposal.

(23) To pay all of any of the expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same and to commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of this Company.

(24) To procure this Company to be registered or recognised in any part of the world.

(25) To do all such things that are incidental and conducive to the attainment of those objects.

Each of the clauses is to be regarded as a main object, independent of each other and not as subsidiary or restricted by reference to the other main object.



4. The liability of the members is limited.

5. The Company's share capital is one hundred UK pounds sterling divided into one hundred shares of one pound each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

6. We, the subscribers to this memorandum of association, wish to be formed into a company pursuant of this memorandum, and we agree to take the following number of shares shown below in our respective names.

Name and Address	Number of Shares
B. Moore, 20, Melton, Stantonbury, Milton Keynes, MK14 6BH	50
G. Moore, 20, Melton, Stantonbury, Milton Keynes, MK14 6BH	50
Total Shares Taken	<u>100</u>

Signatures of subscribers.....

Dated on this day...16/12/05.....

Witness to the above signatures.....

Name of witness...J.L. FRICKSON.....

Address of Witness...32 WYGE CLOSE BLETCHLEY MILTON KEYNES MK3 7PT

Date...16/12/05.....

Electric Fish Limited  
Articles of Association

1. Definitions

- (a) In the regulations below, paragraphs numbered 2-57 inclusive, Electric Fish Limited., will hereafter be referred to as “the Company”.
- (b) In the regulations below, paragraphs numbered 2-57 inclusive, references are made to “the Act”. This is the Companies Act 1989 and its subsequent updates.
- (c) In the regulations below, paragraphs numbered 2-57 inclusive, references are made to “the Articles”, These are the articles of association of Electric Fish Limited or where a ruling is not covered by these articles, Table A shall apply.
- (d) In the regulations below, paragraphs numbered 2-57 inclusive, references are made to “the directors”. These are the directors of Electric Fish Limited as listed in the register of directors and notified to Companies House as being the said directors of Electric Fish Limited.
- (e) Where in the regulations below, paragraphs numbered 2-57 inclusive, references are made to “him” and “his”. Such references shall also apply to “her” and “hers” equally.

Regulations

Share Capital

- 2. Subject to the provisions of the Act and without prejudice to any rights attached to existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
- 3. Subject to the provisions of the Act, shares may be issued which are to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the articles.

4. The articles may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares, or partly in one way and partly in another.
5. Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust and except as otherwise provided by the articles or by the law, the Company itself shall not be bound by or recognise any interest in any share except as an absolute right to the entirety thereof in the holder.

#### Share Certificates

6. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him and upon transferring a part of a holding of shares of any class, to a certificate for the balance of such holding; or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amounts or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and the delivery of a certificate to one joint holder shall be sufficient delivery to all of them.
7. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed as to the evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge and (in the case of defacement or wearing out) delivery of the old certificate.

### Lien

8. The company shall have a first and paramount lien on every share (not being a fully paid up share) for all monies, (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors at any time may declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

### Calls on Shares and Forfeiture

9. Subject to the terms of the allotment, the directors may make calls upon the members in respect of any monies unpaid on their shares whether in respect of nominal value or premium and each member shall, (subject to receiving fourteen clear days' notice specifying where and when payment is to be made) pay to the Company as required the amount called on his shares.
10. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was made.
11. The joint holders of a share, shall be jointly and severally liable to pay all calls in respect thereof.
12. If a call remains unpaid after it has become due and payable, the directors may give the person from whom it is due, not less than fourteen clear days' notice requiring payment. The notice shall name the place where payment is to be made and state that if the notice is not complied with, the shares in respect of which the call was made shall be liable to forfeiture.
13. Subject to the provisions of the Act, a forfeited share may be sold, reallotted or otherwise disposed of, in such terms and in such manner as the directors determine.



14. A statutory declaration by a director or by the secretary that a share has been forfeited, by way of a resolution shall be conclusive evidence of the fact.
15. A person, any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation, the certificate for the shares thus forfeited, but shall remain liable to the Company for all monies which at that date of forfeiture were presently payable by him to the Company.
16. The instrument of transfer of a share, may be in any usual form, or in any other form of which the directors approve.
17. The directors may refuse to register the transfer of a share which is not fully paid up, to a person of whom they do not approve and they may also refuse to register the transfer of a share on which the Company has a lien.
18. If the directors refuse to register a share, they shall, within two months after the date on which the transfer is lodged with the Company, send the transferee notice of the refusal.
19. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

#### Transmission of shares

20. If a member dies, then the survivor or survivors where he was a joint holder and his personal representatives where he was a sole holder, or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share held by him.

21. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share, or to have some person nominated by him as the transferee.

#### Alteration of Share Capital

22. The Company, by ordinary resolution may:

- (a) Increase its share capital by new shares of such amount as the resolution prescribes;
- (b) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) Subject to the provisions of the Act, subdivide all its shares or any of them, into shares of a smaller amount and the resolution may determine that, as between the shares resulting from the subdivision, any of them may have a preference or advantages compared with the others;
- (d) Cancel shares which at the date of the passing of the resolution, have not been taken or agreed to be taken.

23. Subject to the provisions of the Act, the Company may, by special resolution, reduce its share capital, any capital redemption reserve and any share premium account in any way.

#### General Meetings

24. All general meetings other than annual general meetings, shall be called extraordinary general meetings.

25. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### Notice of general meetings

26. An annual general meeting and an extraordinary general meeting, called for the passing of a special resolution, or a resolution appointing a person as a director shall be called by at least twenty one days' clear notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice; but a general meeting may be called by shorter notice if it is so agreed;

- (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of members having a right to attend and vote, being majority holding of not less than ninety-five percent in nominal value giving them that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed upon any of the shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and the directors and auditors.

27. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting, by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### Proceedings at General Meetings

28. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member, shall constitute a quorum.

29. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such place as the directors may determine.
30. The chairman of the board of directors shall preside as chairman of the meeting, or some other directors nominated in his absence shall preside.
31. The chairman may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business that might properly be transacted had the adjournment not taken place.
32. A resolution may be decided on a show of hands.
33. Unless a poll is demanded, a declaration by the chairman that a resolution has been carried, either unanimously or by a particular majority or not carried by a particular majority or lost and an entry into the minutes of the meeting shall be conclusive evidence of fact.
34. In the case of an equality of votes, whether on a show of hands or in a poll, the chairman so elected shall, have the casting vote in addition to any other vote he may have.

#### Votes of Members

35. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present shall have one vote and on a poll, every member shall have one vote for every share he holds.

36. No member shall vote at a general meeting, in respect of any share held by him, unless all monies presently payable by him in respect of that share have been paid.

37. In the case of joint holders, the vote of the senior shall be accepted in exclusion to the votes of the other joint holders; and the seniority shall be determined by the order that the names appear in the register of members.

#### Number of directors

38. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum, but shall not be less than one.

#### Powers of directors

39. Subject to the provisions of the Act, the memorandum and articles and to any directions given by special resolution, the business of the Company shall be managed by the directors, who may exercise all the powers of the Company. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the directors that would have been valid had the alteration not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors at which a quorum is present, may exercise all the powers exercisable by the directors.

40. The directors may, by power of attorney or otherwise, appoint such a person to be the agent of the Company for such purpose and on such conditions as they determine.

### Appointment of the Directors

41. The directors, who are also the members and appear as subscribers on the memorandum, will act as directors of the Company, indefinitely, without the option of annual retirement.
42. Subject to the provisions of the Act, the directors may appoint one of their number to the office of managing director, or to any other executive office under the Company. The appointment of a director to executive office shall terminate if he ceases to be a director.
43. The office of a director shall be vacated if:
- (a) He ceases to be a director by any virtue of any provision of the Act, or he becomes prohibited by law from becoming a director; or
  - (b) he becomes bankrupt
  - (c) he resigns his office by notice to the Company.

### Remuneration of Directors

44. The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and unless the resolution provides otherwise, the remuneration shall accrue from day to day.

### Directors' Expenses

45. The directors shall be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or general meetings or otherwise in connection with the discharge of their duties.

### Directors' Gratuities and Pensions

46. The directors may provide benefits, whether by the payment of gratuities, or pensions, or by the insurance or otherwise, for any

director who has held but no longer holds executive office with the Company and he may contribute directly to the fund himself both before and after he ceases to hold such office.

#### Proceedings of Directors

47. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. Any director may call a meeting of the directors. Questions arising at that meeting shall be decided by a majority of votes. In the case of any equality of votes, the chairman shall have a casting vote.

48. The quorum for the transaction of the business may be fixed by the directors and unless so fixed shall be two.

49. The directors may appoint one of their number to be chairman of the board of directors and may at any time remove him from that office.

#### Secretary

50. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term and such remuneration as they think fit. Any secretary so appointed shall be removed by them.

#### Minutes

51. The directors shall cause minutes to be made in the books kept for the purpose;

- (a) Of all appointments of officers made by the director; and
- (b) of all proceedings at meetings of the Company, and of the directors including the names of the directors present at each meeting.

## The Seal

52. The seal shall only be used with the authority of 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 either the secretary or another director.

## Dividends

53. Subject to the provisions of the Act, the directors may pay dividends if they are justified by the profits of the Company available for distribution.

54. Any dividend or monies payable in respect of a share, may be paid by cheque to the registered address of the person entitled, or if two or more persons are holders of the share, to the registered address of that one person who is first named in the register of members.

## Notices

55. Any notice given to or by any person pursuant in the articles shall be in writing, except that to call a meeting of the directors shall not be in writing.


56. The person may give the notice to the member personally or by sending it to his registered address, or by leaving it at his address. In cases of joint holders of a share, all notices shall be sent to the person whose name appears first in the register of members and notice so given shall be sufficient notice to all members.

## Indemnity

57. Subject to the provisions of the Act, but without prejudice to any indemnity to which the director may otherwise be entitled, every director or other officer of the Company shall be indemnified out of



the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability or negligence, default, breach of duty or breach of trust, in relation to the affairs of the Company.

Signed...  .....

Signed...  .....

Name B Moore

Name G. Moore


Address 20, Melton,  
Stantonbury,  
Milton Keynes,  
MK14 6BH

Address 20, Melton,  
Stantonbury,  
Milton Keynes,  
MK14 6BH

Date 16/12/05

Date 16/12/05

Witness:

Signed...  .....

Name J L ERICKSON

Address 32 WYE CLOSE  
BLETCHLEY  
MK3 7PJ

Date 16/12/05 .