

FILE COPY



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

Company No. 6131868

The Registrar of Companies for England and Wales hereby certifies that

SKIN CARE CYMRU

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 28th February 2007



N06131868K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Declaration on application for registration

6131868

Company Name in full

Skin Care Cymru

I, PAUL HUW THOMAS

of 21 CECIL ROAD, GOWERTON, SWANSEA

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

Paul Huw Thomas

Declared at

Swansea

Day Month Year

on

26 02 2007

① Please print name.

before me^①

J. P. Clayton

Signed

J. P. Clayton

Date

26/2/07

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

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

Leo Abse & Cohen

40 Churchill Way, Cardiff,

CF10 2SS

Tel 02920 383252

DX number 33002

DX exchange CARDIFF

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

or LP - 4 Edinburgh 2

WEDNESDAY



A54 *A5LDTNG9* 28/02/2007 723
COMPANIES HOUSE

10/03



30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

6131868

Company Name in full

Skin Care Cymru

I, **PAUL HUW THOMAS**

of **21 CECIL ROAD, GOWERTON, SWANSEA**

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~] [person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985] † do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Swansea

Day Month Year

on

26 02 2007

• Please print name.

before me •

JACQUES

Signed

JACQUES

Date

26/2/07

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.

Name	
Address	
Telephone	
DX no. (if any)	
DX number	DX exchange
39573	Swansea

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DX 235 Edinburgh
or LP - 4 Edinburgh 2

WEDNESDAY



A54

A5LDUNGA
28/02/2007
COMPANIES HOUSE

722

Form revised June 1998

Please complete in typescript,
or in bold black capitals.

CHFP041

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

Notes on completion appear on final page

Company Name in full

6131868

Skin Care Cymru

Proposed Registered Office

(PO Box numbers only, are not acceptable)

40 Churchill Way

Post town

Cardiff

County / Region

South Glamorgan

Postcode

CF10 8SS

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.

Agent's Name

Address

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.

Leo Abse & Cohen

40 Churchill Way, Cardiff,

CF10 2SS

Tel 02920 383252

DX number 33002

DX exchange CARDIFF

WEDNESDAY



A54

A5LDVNGB

28/02/2007

721

COMPANIES HOUSE

Form revised April 2002

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

Company Secretary (see notes 1-5)

Company name

SKIN CARE CYMRU

NAME *Style / Title

MR

*Honours etc.

*Voluntary details

Forename(s)

PAUL HUW

Surname

THOMAS

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

21 CELIL ROAD, GOWERTON

SWANSEA SA4 3DF

Post town

County / Region

Postcode

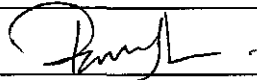
SA4 3DF

Country

WALES

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

Consent signature



Date

16/2/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

PAUL HUW

Surname

THOMAS

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

21 CELIL ROAD

Post town

GOWERTON

County / Region

SWANSEA

Postcode

SA4 3DF

Country

WALES

Day Month Year

Date of birth

25 06 1957

Nationality

BRITISH

Business occupation

BARRISTER

Other directorships

NONE

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

Consent signature



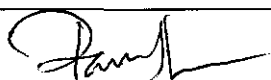
Date

16/2/07

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	MRS		*Honours etc.		
*Voluntary details		Forename(s)	ROSEMARIE				JAYNE
		Surname	BELL				
		Previous forename(s)					
		Previous surname(s)	INIGHT				HICKS
Address † <input type="checkbox"/> 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.		'LLAREGGUR' CHURCHWOOD					
		PENYCARN PONTYPOOL					
		Post town					
		County / Region	TORFAEN		Postcode	NP4 8DD	
		Country	WALES.				
		Day	Month	Year			
Date of birth		01	03	1958	Nationality	BRITISH	
Business occupation		SALES DIRECTOR					
Other directorships		CARRICK BS. SERVICES LTD FAMESOLUTIONS LTD.					
I consent to act as director of the company named on page 1							
Consent signature		Rosemarie Bell.			Date	16.02.07	

This section must be signed by**Either**an agent on behalf
of all subscribers**Signed****Date****Or the subscribers**(i.e. those who signed
as members on the
memorandum of
association).**Signed****Date**

16/2/07

Signed

Rosemarie Bell

Date

16.02.07

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.

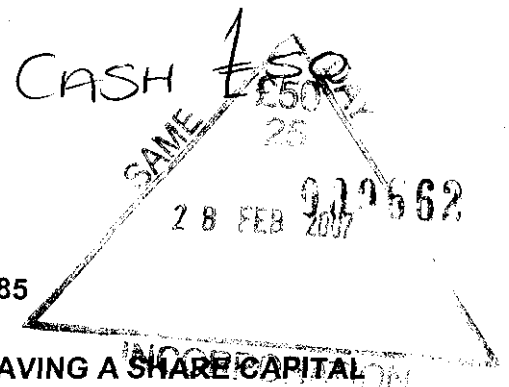
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES of ASSOCIATION

of

SKIN CARE CYMRU



THE COMPANIES ACT 1985

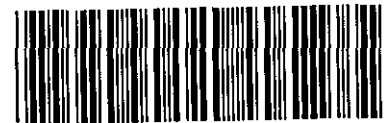
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SKIN CARE CYMRU

WEDNESDAY



A54

28/02/2007

720

COMPANIES HOUSE

1. The Company's name is "**Skin Care Cymru**"
2. The Company's registered office is to be situated in Wales
3. The objects of the Company are: -
 - (i) To work for the improvement of health care for people suffering from skin disease
 - (ii) To educate and inform parties about skin diseases and their treatment
 - (iii) To support other organisations in order to pursue these objects

In furtherance of the above objects, the Company shall have the following powers: -

- (a) To promote companies whose activities may further one or more of the above objects, to acquire and hold shares, stocks, debentures and other interests in such companies and carry out in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company
- (b) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the Company
- (c) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company
- (d) To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Company

- (e) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company
- (f) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company
- (g) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person
- (h) Subject to such consents as may be required by law (if any) to borrow money and give security for the payment of money by, or the performance of other obligations of the Company or any other person
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (j) To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of any individual who is or was at any time in the employment of the Company and the wife, widow, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person
- (k) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, rights, privilege or concession
- (l) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body or not for profit body, whether incorporated or unincorporated
- (m) To issue any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of

- (n) To effect insurance against risks of all kinds
- (o) To invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities
- (p) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on
- (q) To amalgamate with any body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company
- (r) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate
- (s) To transfer all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate
- (t) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects
- (u) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company
- (v) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise

- (w) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others
- (x) To pay any premium in respect of any indemnity insurance to cover the liability of the Board of Directors (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company' (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986; Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the Board of Directors knew to be a breach of trust or a breach of duty or which was committed by the Board of Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Directors of the Company and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the Board of Directors members' liability in their knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge that there was no reasonable prospect that the Company would avoid going into insolvent liquidation
- (y) To do anything which may be incidental or conducive to the attainment of any objects of the Company

And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated

4.

4.1 Subject to clause 4.2

- (a) the income and property of the Company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association
- (b) no part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company

(c) no Director of the Company shall be appointed to any office under the Company in respect of which a salary or fee is payable and

(d) no benefit in money or money's worth shall be given by the Company to any Director except for out-of-pocket expenses

4.2 The Company shall, notwithstanding the provisions of clause 4.1, be entitled:

(a) to pay interest at a rate not exceeding a commercial rate on money lent to the Company by any Director or member of the Company

(b) to pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director or member of the Company

(c) to purchase assets from, or sell assets to, any Director or member of the Company providing such purchase or sale is at market value, and

(d) to pay reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company

(e) to pay any Director reasonable out-of-pocket expenses

(f) to pay any premium as permitted by clause 3 (x)

5. The liability of the members is limited

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

7.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other body or bodies (whether


incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association

- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the Company at an extraordinary general meeting at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2 the relevant property shall be applied to medical charity

WE, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum

Name and address of subscribers

PAUL HUW THOMAS
21 CECIL ROAD
GOWERTON
SWANSEA SA4 3DF.




ROSEMARIE JAYNE BELL
LLAREGGUS
CHURCHWOOD
PENYGARW
PONTYPOOL
TORFAEN
NP4 8DD

Rosemarie Bell

Date: 16.02.07

Witness to the above signatures:


Sian Elis
40 Abse & Coe Solicitors
40 Churchill Way
Cardiff.
CF10 8SS
Solicitor.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
SKIN CARE CYMRU**

Definitions and interpretation

- 1 In these articles:

"the Act" means the Companies Act 1985; any references in these articles to a provision of the Act shall be deemed to include any statutory modification of re-enactment of that provision for the time being in force

"the Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary

- 2 Any reference to these articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded
- 3 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the Company

Membership

- 4 The subscribers to the Memorandum of Association shall be the first members of the Company
- 5 Membership is open to other individuals or organisation who
- a. apply to the Company in the form required by the Directors and
 - b. are approved by the Directors

Admission of Membership

- 6 Each application for membership shall be considered by the Directors at the first meeting of the Directors that is held after receipt by the Company of the written application required under the preceding articles
- 7 The Directors may only refuse an application for membership if acting reasonably and properly they consider it to be in the best interest of the Company to refuse the application
- 8 If the Directors resolve at any meeting to refuse admission of an applicant to membership, they shall notify the applicant in writing accordingly within a period of seven days after the meeting
- 9 Any resolution by the Directors to the effect that an applicant is to be admitted to membership shall be conclusive evidence of the admission of that person as a member
- 10 Membership shall not be transferable

Termination of Membership

- 11 Membership is terminated if
 - a. The member dies or if it is an organisation ceases to exist
 - b. The member resigns by written notice to the Company or
 - c. Any sum due from the member of the Company is not paid in full within six months of it falling due

Expulsion from Membership

- 12 Subject to articles 13 to 18, the Company may, by special resolution, expel any one member from membership
13. Any member who wishes to propose at any meeting a resolution for the expulsion of any other member from membership shall lodge with the Company written notice of his intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting
- 14 The Company shall on receipt of the notice under the preceding article forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make representations to the Company with regard to the notice
- 15 If representations are made to the Company in pursuance of the preceding article the Company shall (unless such representations are received by the Company too late for it to do so)

- a. State the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
 - b. Send a copy of the representations to every person to whom notice of the meeting is or was given
- 16 Whether or not a copy of written representations has been given to each of the persons entitled to receive a notice of the meeting the member concerned shall be entitled to be heard on the resolution at the meeting.
- 17 Failure to comply with any of the provisions of articles 12 to 16 shall render any resolution for the expulsion of a person from membership invalid.
- 18 A member expelled from membership under articles 12 to 17 shall cease to be a member

General meetings

- 19 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 20 An extraordinary general meeting shall be convened by the Directors on requisition by members under section 368 of the Act or on requisition by a resigning auditor (under section 391 of the Act)
- 21 Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the Directors may convene general meetings whenever they think fit
- 22 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling the meeting Every annual general meeting except the first shall be held not more than fifteen months after the last preceding annual general meeting Provided that the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold such meeting in the year of its incorporation or in the following year

Notice of general meetings

- 23 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by *at least twenty one clear days' notice* all other extraordinary general meetings shall be called by *at least fourteen clear days' notice*

- 24 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting
- 25 A notice convening an annual general meeting shall specify the meeting as a annual general meeting
- 26 Notice of every general meeting shall be given to all the members and Directors, and to the auditors (if any)
- 27 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

Proceedings at general meeting

- 28 No business shall be transacted at any meeting unless a quorum is present; three members entitled to vote upon the business at the meeting, each being a member or a proxy for a member or an authorised representative of a corporation shall be a quorum
- 29 If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the *Chairman of the meeting*
- 30 The Chairman (or, in his absence, the Vice Chairman) shall (if present and willing to act as Chairman) preside as Chairman of the meeting; if neither the Chairman nor the Vice Chairman is present and willing to act as Chairman within half an hour of the time appointed for holding the meeting, the Directors present shall elect one of their number to act as Chairman or, if there is only Director present and willing to act, he shall be Chairman
- 31 If no Director willing to act as Chairman is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be *Chairman*
- 32 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
- 33 The Chairman may, with the consent of the 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

- 34 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place
- 35 Where a meeting is adjourned for thirty days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted in any other case, it shall not be necessary to give any notice of an adjourned meeting
- 36 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least half of the members present at the meeting
- 37 Unless a poll is demanded in accordance with the preceding article, a declaration by the Chairman 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 38 The demand for any poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn
- 39 If a poll is demanded in accordance with article 36, it shall be taken at once by means of a secret ballot of all the members present by their representatives and entitled to vote conducted in such manner as the Chairman may direct; the result of such a poll shall be declared at the meeting at which the poll was demanded
- 40 A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held it may consist of several documents in the same form each signed by one or more members

Votes of Members

- 41 Every member shall have one vote
- 42 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have

- 43 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive

Appointment retirement and removal of Directors

- 44 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than two
- 45 The first Directors shall be those persons notified to Companies House as the first Directors of the Company
- 46 At an annual general meeting the Company may by ordinary resolution appoint as a Director any person willing to act
- 47 The Directors may at any time appoint any person (providing he is willing to act) to be a Director, either to fill a vacancy or as an additional Director
- 48 At the first annual general meeting all the Directors shall retire from office. At every subsequent annual general meeting one-third (or if the number is number is not 3 or a multiple of 3 the number nearest to one-third) of the Directors, being those longest serving in office since they were last appointed or reappointed, shall retire from office but if there is any one Director who is subject to retirement by rotation he shall retire
- 49 The Company may at any annual general meeting by ordinary resolution re-appoint any Director who retires from office at the meeting held under article 48 (providing he is will to act); if any such Director is not re-appointed he shall retain office until the meeting appoints someone in his place or if it does not do so, until the end of the meeting
- 50 A Director shall vacate office if
- (a) he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director
 - (b) he becomes bankrupt
 - (c) he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months
 - (d) he becomes an employee of the Company
 - (e) he resigns office by notice to the Company

(f) he is absent for a period of more than six months (without permission of the Directors) from meetings of Directors held during that period and the Directors resolve to remove him from office or

(g) he ceases to qualify for appointment as a Director

Alternate Directors

51 Any Director (other than an alternate Director) may appoint any other Director or any other person approved by resolution of the Directors and willing to act to be an alternate Director and may remove from office an alternate Director so appointed by him

52 An alternate Director shall be entitled to receive notice of all meeting of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom

53 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director but if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment

54 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors

55 Save as otherwise provided in these articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him

Directors' interests

56 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he has disclosed to the Directors the nature and extent of any material interest of his as a Director notwithstanding his office

- a. may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested

- b. may be a Director or other officer of, or employed by or a party to, any transaction or arrangement with, or otherwise interested in any body corporate promoted by the Company or in which the Company is otherwise interested and
- c. shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate

and no such transaction or arrangement shall be liable to be treated as void on the grounds of any such interest or benefit

57 For the purposes of the preceding article

- a. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
- b. an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

Directors' remuneration and expenses

- 58 No Director shall be entitled to any remuneration, whether in respect of his office as Director or as holder of any executive office under the Company
- 59 The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors, general meetings, meetings of committees of Directors or otherwise in connection with the discharge of their duties

Duties and powers of Directors

- 60 Subject to the provisions of the Act, the memorandum of association and these articles and 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
- 61 No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the Directors which would

have been valid if that alteration had not been made or that direction had not been given

- 62 A meeting of Directors at which a quorum is present may exercise all powers excisable by the Directors

Proceedings of Directors

- 63 Subject to the provisions of these articles the Directors may regulate their proceedings as they think fit
- 64 Any Director may call a meeting of the Directors or request the Secretary to call a meeting of the Directors
- 65 The Secretary shall be bound on the expiry of a period of fifteen weeks after receipt of a written application for membership to call a meeting of the Directors if no meeting of the Directors has been held within that period; any meeting called by the Secretary under this article shall be held not later than seven days after the expiry of the fifteen week period
- 66 No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom
- 67 Questions arising at a meeting of Directors 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
- 68 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three
- 69 The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as the quorum they or he may act only for the purpose of filling vacancies or of calling a general meeting
- 70 Unless he is unwilling to do so, the Chairman shall preside as Chairman at every meeting of Directors at which he is present
- 71 If the Chairman is unwilling to act as Chairman or is not present within fifteen minutes after the time appointed for the meeting the Vice Chairman shall act as Chairman if the Vice Chairman is not willing to act as Chairman or is not present within fifteen minutes after the time appointed for the meeting the Directors present may appoint one of their number to be Chairman of the meeting
- 72 All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person acting as a Director shall notwithstanding that it is afterwards discovered

that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was disqualified and had continued to be a Director and had been entitled to vote

- 73 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held it may consist of several documents in the same form each signed by one or more Directors
- 74 Except as otherwise provided by these articles a Director shall not vote at a meeting of Directors or at a meeting of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within either or both of the following paragraphs
- a. the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him for the benefit of, the Company or any of its subsidiaries
 - b. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or in part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of a security
- 75 For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the Director
- 76 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 77 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a Director from voting at a meeting of the Directors or at a meeting of a committee of Directors
- 78 Where proposals are under consideration concerning the appointment of two or more Directors to executive offices with the Company or to offices or employment with any

body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately; provided he is not for another reason precluded from voting, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

- 79 If a question arises at a meeting of Directors or at a meeting of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting; his ruling in relation to any Director other than himself shall be final and conclusive

Delegation to committees of Directors and holders of executive office

- 80 The Directors may delegate any of their powers to any committee consisting of one or more persons except that there shall be at least one Director who is a member of any such committee. They may also delegate to the Chairman or any Director holding any other executive office such of their powers as they consider desirable to be exercise by him
- 81 Any delegation of powers under the preceding article may be made subject to such conditions as the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
- 82 Subject to any condition imposed in pursuance of the preceding article the proceedings of a committee to which the Directors shall have delegated any of their powers under article 80 shall be governed by the articles regulating the proceedings of meetings of Directors so far as they are capable of applying

Secretary

- 83 Subject to the provisions of the Act the Secretary shall be appointed by the Directors 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

Minutes

- 84 The Directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the Directors and meetings of committees of Directors a minute of a meeting of Directors or of a committee of Directors shall include the names of the Directors present

Seal

- 85 The Seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors
- 86 Every document to which the Seal is affixed shall be signed by two Directors or by one Director and Secretary

Accounts

- 87 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company such accounting records shall be open to inspection at all times by any Director of the Company
- 88 The Company's auditors (if any) shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the Company in general meeting
- 89 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the Directors or by ordinary resolution of the Company

Notices

- 90 Any notice to be given in pursuance of these articles shall be in writing the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address
- 91 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 92 A member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

Winding-up

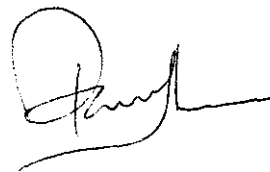
93 If the Company is wound up the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the memorandum of Association

Indemnity

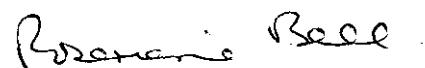
94 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director other officer of the Company shall be indemnified out of the assets of the Company against any loss or liability which he may sustain or incur in connection with the execution of the duties of his office including, without prejudice to that generality any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Company

Name and address of subscribers

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Date: 16.02.07

Witness to the above signatures:



Sian Elis
40 Churchill Way
Cardiff
CF10 8SS
SOLICITOR