

(DUPLICATE FOR THE FILE.)

No. 26675



Certificate of Incorporation.

I Thereby Certify that

"R. G. ABERCROMBIE & COMPANY LIMITED"

is this day incorporated under the Companies Acts, 1929 and 1947, and that this Company is **Limited**.

SIGNED by me at Edinburgh, this TWENTIETH day of NOVEMBER

One Thousand Nine Hundred and FORTY-EIGHT.

W. D. Collier

Registrar of Companies.

No. of Company

Form No. 41.

^{42.}
THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies
1948,
Act, 1929, on application for registration of a Company.

Pursuant to Section 15(2).

Name of
Company

.....
R. G. Abercrombie & Company,
.....

..... Limited.

Presented by

Fraser, Stodart & Ballingall, W.S.,
.....

16 Castle Street.
.....

..... EDINBURGH, 2.
.....

I, ALEXANDER FRASER MACPHERSON,
of 16 Castle Street, Edinburgh, Writer to the Signet,

Do solemnly and sincerely declare that I am ^(*) an enrolled Law
Agent engaged in the formation

of R. G. ABERCROMBIE & COMPANY,

And that all the requirements of the Companies Act, 1929, in
respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with, And I make this
solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Edinburgh in the
County of Midlothian.

the 17th day of November
one thousand nine hundred and fortyeight,

before me Ralph C Smith
Notary Public and as
such ^(b) A Commissioner for Oaths.

A. G. Macpherson

- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

NOTE.—This Margin is reserved for binding, and must not be written across.



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



Memorandum of Association
of
R. G. ABERCROMBIE & COMPANY
LIMITED

- I. The name of the Company is "R. G. ABERCROMBIE & COMPANY LIMITED."
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are :—
 1. To acquire and take over from The Distillers Co. Ltd., 12 Torphichen Street, Edinburgh, the business acquired by them from William A. Everitt and formerly carried on by him under the name of the firm of R. G. Abercrombie & Company, Broad Street Foundry, Alloa, with the goodwill and other property and assets of said business and with a view thereto to enter into and execute such Agreements or other Deeds and Writings as may be required to carry the same into effect.
 2. To pay the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
 3. To carry on the business of Brewers' and Distillers' Engineers, coopers, makers of stills, still gear and valves, elevators, mash tuns, mashing machines, and charging and discharge cocks, safe makers, cask, vat, drum, bottle and jar makers, bottle and jar stopper makers, manufacturers of or dealers in corks and metal, plastic and other caps and closures, paper, cardboard, wood and metal boxes, plaster board cases, light metals and alloys, and glass, china, pottery and earthenware.
 4. To carry on the business of general engineers, iron, steel, brass or other metal or alloy founders, metal workers, machinists, steel and other casting manufacturers, smelters, moulders, galvanisers, tool makers and manufacturers, and merchants of plant, machinery and apparatus of all kinds, makers and manufacturers of and merchants and dealers in all articles, tools or appliances of metals, cellulose or other

plastic or similar material, iron and steel merchants, sheet metal workers, producers of bars, sheets, stamps, tubes, pipes and castings of any and every kind, iron and steel converters, electrical, motor, constructional, marine and mechanical engineers, boiler makers, copper smiths, tin smiths, pattern makers, founders, smiths, metallurgists, wood and timber merchants, joiners, wood workers, painters millwrights, and builders, welders, enamellers, annealers and electro and chromium platers, cement and asbestos manufacturers and contractors generally.

5. To carry on any of the above trades or businesses in any part of the world to undertake, fulfil and execute any agency of any kind, whether connected with the above trades or businesses or not, and to carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.
6. To apply for, acquire, hold, and exercise any patents, *brevets d'invention*, licences or other rights or privileges, or any secret information as to any process or invention which may seem capable of being used for any of the purposes of the Company, or likely to benefit the Company, and to grant licences to others to use and exercise the same; and also to disclaim, alter, or modify the same.
7. To acquire, use, and register trade marks, designs, and trade names in relation to any business for the time being carried on by the Company.
8. To take and hold any property and effects, heritable or moveable, real or personal, for the objects of the Company, and as regards heritable or real property by purchase, feu, ground annual, lease or otherwise, and that either in name of the Company itself or in the names of Trustees, who may be either individuals or corporations; and the title of the Trustees may or may not disclose that they hold in trust; and to sell (by public roup or private bargain), feu, excamb, exchange, lease or hire any part thereof.
9. To borrow or raise, and on repayment again to borrow or raise, money by the issue of or upon bonds, mortgages, debentures, mortgage debentures, debenture stocks, mortgage debenture stocks, redeemable or irredeemable, or by way of discount, cash credit, overdraft, promissory notes, or in any other manner, and to redeem, purchase, or pay off any such securities at a discount or at par or at a premium, and to grant security for all or any of the sums so borrowed, or for which the Company may be or may become liable, and by way of such security to dispoise, assign, mortgage, pledge or charge the whole or any part

of the property, assets, or revenue of the Company (including Uncalled Capital), and to give lenders or creditors powers of sale and other usual and necessary clauses.

10. To receive money on deposit, account current, or otherwise with or without allowance of interest.
11. To draw, accept, make, indorse, and execute, and to discount and sell promissory notes, bills of exchange, and other negotiable or transferable instruments and documents of title.
12. To pay for any purchase in cash or by bills of the Company, or by ordinary, preference, guaranteed, or deferred shares in the Company (which may be fully paid up or partly paid up), or by debentures or other securities or acknowledgements of the Company, or partly by cash, bills, ordinary, preference, guaranteed or deferred shares or debentures, or other securities or acknowledgments of the Company, or one or more of them, or otherwise as may be agreed upon.
13. To take by subscription, purchase, or otherwise acquire, and hold shares, or stocks in, or the debentures or other securities of, any company, society, or undertaking having any objects of a like nature with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company) and also to accept or hold the shares or stock, or debentures or other securities of any company, society, or undertaking in payment or part payment of any debt or sum of money due to the Company.
14. To advance money by way of loan or otherwise to any company, society, or individual, to allow time for the repayment of any debt which may be due to the Company; as also to grant guarantees for the performance of any contract or obligation by any company, society, or individual.
15. To sell (by public roup or private bargain), dispose of, or transfer the business, property, and undertaking of the Company, or any branch or part thereof, in consideration of payment in cash or in shares, or in debentures or other securities of any other company, or partly in each or some of such modes of payment, or for such other consideration as may be deemed proper, and to hold or distribute among the members, in specie, the whole or part of the consideration for such sale; but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
16. To subscribe to or become a member of or co-operate with any club, association, or company, whether incorporated or not, having for its objects, or one of its objects, the benefit, assistance, or protection of persons, firms, or companies

carrying on any business which this Company is authorised to carry on, or otherwise calculated to benefit the Company directly or indirectly, and to undertake liabilities and to give guarantees or indemnities as members of or subscribers to any such club, association, or company.

17. To apply any of the funds of the Company in or towards establishing or in support of any fund, association, or institution intended for the benefit of, and to grant and pay pensions or gifts to managers or other salaried officials or employees or servants of the Company, or any of its predecessors in business, to take effect after the termination of their service or tenure of office, or to the widows, children or other relatives of any such manager, official, employee or servant or others dependent on them, and the being or becoming or having been a Director of the Company shall not disqualify the recipient from receiving any such pension or gift; and to make payments towards insurances, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, scientific, general, or useful object.
18. To insure all or any of the property of the Company against losses of all kinds, and to insure the Company against casualties and risks of all kinds, and against accidents to its employees or to any other persons for which the Company may be liable, and that in all cases either by insurance effected with the Company itself as insurer or with any other companies or any corporations, firms, or persons, or by joining any association or federation for mutual insurance, protection, or indemnity, or otherwise, and to effect reinsurances and counter insurances; provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance, or any business of insurance or re-insurance within the meaning of the Assurance Companies Acts, 1909 to 1946, or any Act amending, extending or re-enacting the same.
19. To procure the Company to be registered or recognised in any Overseas Country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
20. To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is £25,000 divided into 25,000 Shares of £1 each. If at any time the Capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table A in the First Schedule to the Companies Act, 1948.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
S H HASTIE <i>Hastie</i>	One
5 Oswald Road. Edinburgh 9. Company Director <i>Scottish Malt Distillers Ltd</i> <i>L. H. Wylie</i>	One
3 Queen's Avenue Blackhall Edinburgh 4. Company Director <i>Scottish Malt Distillers Ltd</i>	
Total Shares taken.	Two.

Dated the 16th day of November Nineteen hundred and forty-eight

Witness to the above Signatures—

R. G. Hay Smith
16 Castle Street
Edinburgh.

Apprentice Writer to the Signet.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

Articles of Association

of

**R. G. ABERCROMBIE & COMPANY
LIMITED**

1. Subject as hereinafter provided the regulations in Part I of Table A (hereinafter referred to as "Table A") in the First Schedule to the Companies Act, 1948, shall apply to the Company.
2. The Company is registered as a Private Company within the meaning of Section 28 of the Act, and accordingly :—
 - (a) The right to transfer shares is restricted in respect that the Directors, may at any time in their absolute and uncontrolled discretion, without assigning any reason, decline to register any proposed transfer of shares.
 - (b) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company were, while in such employment and have continued after the determination of that employment, to be members of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.
3. The Company shall forthwith enter into and carry into effect the Agreement or Agreements mentioned in the Memorandum of Association, with power to make any modification thereon, and thereupon commence the business of the Company notwithstanding that part only of the shares may have been allotted.
4. The original Share Capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each.

5. Subject to the provisions of Clause 2 hereof, and to the terms of the Agreement referred to in Clause 3 hereof (so far as the same may provide for the issue of shares), the shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions, and either at a premium or at par as they think fit, and with full power to give to any person the call of any shares either at par or at a premium during such time and for such consideration as the Directors think fit.

6. Clauses 7 and 31 and the proviso of Clause 32 of Table A shall not apply.

7. The Company shall have a lien on every share whether fully paid or not, and whether registered in the name of one or more members, and accordingly in Clause 11 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted, and the words "a single person" shall be deleted, and the words "any member whether alone or jointly with other members" shall be substituted therefor.

8. In Clause 15 of Table A, the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

9. In Clause 24 of Table A the words "not being a fully paid share" and "and may also decline to register the transfer of a share on which the Company has a lien" shall be omitted.

10. Clauses 40 and 43 inclusive of Table A shall not apply.

11. In Clause 49 of Table A, the words "one member" shall be substituted for the words "two members."

12. Two members personally present shall form a quorum, and accordingly in Clause 53 of Table A, the word "two" shall be substituted for the word "three."

13. In Clause 54 of Table A the words "a member" shall be substituted for the word "members" when first occurring in said Clause.

14. One member may demand a poll, and Clause 58 of Table A shall be deemed to be altered and modified accordingly.

15. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of a majority of the Directors and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company, but always subject to the law thereancnt.

16. Clause 75 of Table A shall not apply, and the following Clause shall be substituted therefor, namely:—

“The number of Directors shall not be less than three nor more than five, but the Company in General Meeting may reduce or increase these limits. The first Directors shall be:—
Stuart Henderson Hastie
James Baird Wylie
and James Brodie Ross Adam.”

17. Any Director may from time to time and at any time appoint any person (but subject to the approval of the other Directors) to be an alternate Director of the Company, and may at any time remove from office any alternate Director so appointed by him. An alternate Director so appointed shall not be entitled to receive in that capacity any remuneration from the Company. An alternate Director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer in the absence and in place of such appointer. An alternate Director who is appointed by the Chairman for the time being shall not by reason of his appointment be entitled to take the Chair at a Board Meeting. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointer ceases to be a Director. All appointments and removals of alternate Directors under this Article shall be effected by writing under the hand of the Director making or revoking such appointment and left at the office.

18. Clause 79 of Table A from the words “Provided that” to the end of the Clause shall not apply.

19. Any Director may make or be interested in any contract or arrangement with the Company as if he were not a Director, and shall not be liable to account for any profit arising out of such contract or arrangement, provided, nevertheless, that such Director shall disclose the nature of his interest in any contract or arrangement or proposed contract or arrangement in manner provided by Section 199 of the Act. A Director may vote upon any contract or arrangement in which he is interested or any question arising thereon, and Clause 84 of Table A shall be deemed to be modified accordingly.

20. In Clause 89 of Table A the words “all the Directors shall retire from office” shall be deleted.

21. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors, or a sole Director, or of all the Members of a Committee, or of a sole Member of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Memorandum

5 Oswald Road
Edinburgh 9.

Company Director of Scottish Malt Distillers Ltd.

J. H. Wylie

3 Queen's Avenue

Blackhall

Edinburgh 4.

Company Director of Scottish Malt Distillers Ltd.

Dated the 16th day of November Nineteen hundred
and forty-eight.

Witness to the above Signatures—

R. G. Hay Smith

16 Castle Street

Edinburgh.

Apprentice Writer to the Signet.

No. of Certificate.....

26675

14.

Form No. 25

R. G. Abercrombie & Company.....LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

Presented for registration by

Fraser, Stodart & Ballingall, W.S.,

16 Castle Street, Edinburgh, 2.



he NOMINAL CAPITAL

R. G. Abercrombie & Company, Limited,

is £.25,000, divided into 25,000 shares of £1

each.

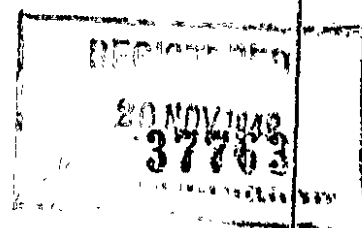
Signature

H. B. Wylie

Description Director

Date 16th November 1948.

NOTE.—This margin is reserved for Binding, and must not be written across.



No. of Company 20675 / 39

THE COMPANIES ACTS 1948 TO 1967

NOTICE OF PLACE WHERE REGISTER OF DIRECTORS' INTERESTS IN SHARES
IN, OR DEBENTURES OF, A COMPANY OR ITS ASSOCIATED COMPANIES IS KEPT
OR OF ANY CHANGE IN THAT PLACE.

Pursuant to Section 29(8) of the Companies Act 1967

Name of Company R.G. ABERCROMBIE AND COMPANY Limited

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967 that the register of Directors' interests in shares in, or debentures of, the company is kept at the Office of SCOTTISH GRAIN DISTILLERS LIMITED, SCOTTISH ENGINEERING DEPARTMENT, 64 WATERLOO STREET, GLASGOW, C.2.

Signed *Smackal*

State whether Director or Secretary SECRETARY

Date 23rd November, 1967.

Presented by:

Presentor's reference:

REGISTERED

24 NOV 1967

RECEIVED

DM

NOV 1967

No. 26675 / 44

The Companies Acts 1948 to 1967

SPECIAL RESOLUTION

of

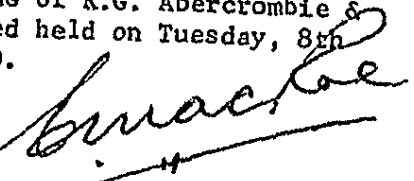
R. G. ABERCROMBIE & COMPANY LIMITED

Passed 8th December, 1970

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 32/34 Melville Street, Edinburgh on the Eighth day of December, 1970, the following resolution was duly passed as a SPECIAL RESOLUTION:-

That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

I hereby certify that the above is a true copy of the relevant SPECIAL RESOLUTION passed at the EXTRAORDINARY GENERAL MEETING of R.G. Abercrombie & Company Limited held on Tuesday, 8th December, 1970.


Company Secretary
R.G. Abercrombie & Company Limited

THIS IS THE DOCUMENT CONTAINING THE ARTICLES
OF ASSOCIATION REFERRED TO IN THE NOTICE
CONVENING THE E. G. M. OF R. G. ABERCROMBIE &
COMPANY LIMITED, TO BE HELD ON 8th DECEMBER
1970.

C. B. Murray
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

R. G. ABERCROMBIE & COMPANY LIMITED

(Adopted by Special Resolution passed on the 8th day of December, 1970)

PRELIMINARY.

1. The following regulations and (subject as hereinafter provided) the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "the 1948 Table A") shall constitute the regulations of the Company.

2. Regulations 75, 77, 87 and 89 to 97 (inclusive) of Part I of the 1948 Table A shall not apply to the Company.

TRANSFER OF SHARES.

3. The words "and transferee" shall be deleted from regulation 22 of Part I of the 1948 Table A.

PROCEEDINGS AT GENERAL MEETINGS.

4. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Part I of the 1948 Table A.

DIRECTORS.

5. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

2075 45

The Companies Acts 1940 to 1967

SPECIAL RESOLUTION

of

R. G. ABERCROMBIE & COMPANY

LIMITED

Passed 8th December, 1970

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 32/34 Melville Street, Edinburgh on the Eighth day of December, 1970, the following resolution was duly passed as a SPECIAL RESOLUTION:-

That sub-clause 17 of clause III of the Memorandum of Association of the Company be deleted and the following new sub-clause substituted therefor:-

"To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or which is allied to or associated with the Company or with any such subsidiary company or which is the Holding Company of the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with or through the Holding Company (if any) of the Company or in conjunction with or through any such other company as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object."

I hereby certify that the above is a true copy of the relevant SPECIAL RESOLUTION passed at the EXTRAORDINARY GENERAL MEETING of R.G. Abercrombie & Company Limited held on Tuesday, 8th December, 1970.

Quack
Company Secretary

SPECIAL RESOLUTION

of

R. G. ABERCROMBIE & COMPANY LIMITED

Passed 8th JANUARY, 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 32/34, Melville Street, Edinburgh on the EIGHTH day of JANUARY, 1973, the following resolution was duly passed as a SPECIAL RESOLUTION:-

That the objects of the Company be and they are hereby altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the print of the Memorandum annexed hereto and for the purposes of identification initialled by the Chairman.

I hereby certify that the above is a true copy of the relevant SPECIAL RESOLUTION passed at the EXTRAORDINARY GENERAL MEETING of R. G. Abercrombie & Company Limited held on MONDAY, 8th JANUARY, 1973.

J. McMillan
Company Secretary


10th JANUARY, 1973

R. G. ABERCROMBIE & COMPANY LIMITED

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

R. G. ABERCROMBIE & COMPANY LIMITED

Articles as adopted by Special Resolution dated 8th December, 1970
Memorandum as altered by Special Resolution dated 8th January, 1973

Incorporated the 20th day of November, 1948

com
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

R. G. ABERCROMBIE & COMPANY LIMITED

(As altered by Special Resolution passed on the 8th day of January, 1973)

1. The name of the Company is "R. G. ABERCROMBIE & COMPANY LIMITED."

2. The registered office of the Company will be situate in Scotland.

3. The objects for which the Company is established are—

- (A) To acquire and take over from The Distillers Co. Ltd., 12 Torphichen Street, Edinburgh, the business acquired by them from William A. Everitt and formerly carried on by him under the name of the firm of R. G. Abercrombie & Company, Broad Street, Foundry, Alloa, with the goodwill and other property and assets of said business and with a view thereto to enter into and execute such agreements or other deeds and writings as may be required to carry the same into effect.
- (B) To carry on the business of brewers' and distillers' engineers, coopers, makers of stills, still gear and valves, elevators, mash tuns, mashing machines, and charging and discharge cocks, safe makers, cask, vat, drum, bottle and jar makers, bottle and jar stopper makers, manufacturers of or dealers in corks and metal, plastic and other caps and closures, paper, cardboard, wood and metal boxes, plaster board cases, light metals and alloys, and glass, china, pottery and earthenware and to carry on the business of general engineers, iron, steel, brass or other metal or alloy founders, metal workers, machinists, steel and other casting manufacturers, smelters, moulders, galvanisers, tool makers and manufacturers, and merchants of plant, machinery and apparatus of all kinds,

makers and manufacturers of and merchants and dealers in all articles, tools or appliances of metals, cellulose or other plastic or similar material, iron and steel merchants, sheet metal workers, producers of bars, sheets, stamps, tubes, pipes and castings of any and every kind, iron and steel converters, electrical, motor, constructional, marine and mechanical engineers, boiler makers, copper smiths, tin smiths, pattern makers, founders, smiths, metallurgists, wood and timber merchants, joiners, wood workers, painters, millwrights, and builders, welders, enamellers, annealers and electro and chromium platers, cement and asbestos manufacturers and contractors generally.

- (C) To purchase, take on feu or lease, hire or otherwise acquire, any estate or interest in any property, real or personal, heritable or moveable or rights of any kind which may appear to be necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (D) To acquire the whole or any part of the undertaking or assets of or the whole or any part of the business, property, and liabilities of any person, firm or company whether or not carrying on or proposing to carry on any business which the Company is authorised to carry on.
- (E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.
- (F) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (G) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or co-operate in any way with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company.
- (H) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company or the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.
- (I) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment

of money by or the performance of obligations of all kinds (including without prejudice to the generality hereof the principal of and dividends, interest and premiums on and any other moneys due in respect of any stocks, shares, debentures, debenture stock or other securities or borrowings) by any person or company including any company which shall at the time be the holding company of the Company or a subsidiary of the Company or of such holding company or any company associated with the Company in business or by reason of common shareholdings or otherwise.

- (J) To sell, feu out, excamb, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company.
- (K) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal in the shares, stocks and securities of any company whether or not having objects similar to the objects of the Company.
- (L) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (M) To procure the registration or incorporation of the Company in or under the laws of any place outside the country in which the Company is registered.
- (N) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be thought conducive to any of the objects of the Company.
- (O) To apply for, register, purchase or otherwise acquire any patents, trade marks, trade names, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights, or any processes, formulae,

recipes, patterns, designs, or any secret or other information the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, assign, develop, dispose of or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.

- (P) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or which is allied to or associated with the Company or with any such subsidiary company or which is the holding company of the Company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been interested, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with or through the holding company (if any) of the Company or in conjunction with or through any such other company as aforesaid.
- (Q) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investment.
- (R) To distribute among the members of the Company in specie any property of the Company.
- (S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (T) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number only shall include the plural

number and vice versa ; that the word " company ", except where used in reference to the Company, shall be deemed to include any partnership, association or other body of persons, whether incorporated or unincorporated, and whether domiciled in Great Britain or elsewhere ; and that objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is £25,000 divided into 25,000 Ordinary Shares of £1 each.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

R. G. ABERCROMBIE & COMPANY LIMITED

(Adopted by Special Resolution passed on the 8th day of December, 1970)

PRELIMINARY.

1. The following regulations and (subject as hereinafter provided) the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "the 1948 Table A") shall constitute the regulations of the Company.

2. Regulations 75, 77, 87 and 89 to 97 (inclusive) of Part I of the 1948 Table A shall not apply to the Company.

TRANSFER OF SHARES.

3. The words "and transferee" shall be deleted from regulation 22 of Part I of the 1948 Table A.

PROCEEDINGS AT GENERAL MEETINGS.

4. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Part I of the 1948 Table A.

DIRECTORS.

5. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

6. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

7. Subject to the provisions of Article 5 hereof, a member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its Directors and its Secretary, and shall take effect upon lodgment at the registered office of the Company or at such later date as shall be specified therein. Without prejudice to the foregoing provisions of this Article the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director and may remove from office any Director howsoever appointed.

BORROWING POWERS.

8. The proviso to regulation 79 of Part I of the 1948 Table A shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

9. Paragraph (2) of regulation 84 of Part I of the 1948 Table A shall be deleted and the following new paragraph shall be substituted therefor :—

“(2) A Director shall be entitled to vote (and to be counted in the quorum) in respect of any contract or arrangement in which he is interested.”

DISQUALIFICATION OF DIRECTORS.

10. The word “or” shall be deleted from paragraph (e) of regulation 88 of Part I of the 1948 Table A and paragraph (f) of the said regulation shall be deleted.

NUMBER OF COMPANY: 26675

THE COMPANIES ACTS 1985 and 1989

R E S O L U T I O N S

of R.G. Abercrombie & Company Limited

At an Extraordinary General Meeting of the Members of the above-named company, duly convened and held at 33 Pinkhill, Edinburgh on the Twenty fourth day of June 1991 the following RESOLUTIONS were duly passed:-

(i) Elective Resolution

"That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of future Annual General Meetings until this election is revoked."

(ii) Elective Resolution

"That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years."

(iii) Elective Resolution

"That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually."

(iv) Special Resolution

"That the regulations contained in the printed document submitted to this meeting and for the purposes of identification, signed by the Secretary be approved and adopted as the Articles of Association of the Company in substitution for and to the total exclusion of all existing Articles of Association thereof."



Ronald A. Gilchrist
.....
R J Gilchrist
SECRETARY

Company No: 26675

ARTICLES OF ASSOCIATION

of

R.G. ABERCROMBIE & COMPANY LIMITED

Adopted by Special Resolution on 24 June 1991



.....*Ronald G. Fitch*.....
SECRETARY

R. G. ABERCROMBIE & COMPANY LIMITED

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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION

Adopted by Special Resolution on 24 June 1991

of

R. G. ABERCROMBIE & COMPANY LIMITED

Incorporated on 20 November 1948
under the Companies Acts 1948 to 1967

Exclusion of Other Regulations

1. No regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of Association or regulations of the Company.

Interpretation

2. In these regulations -
 - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - "the articles" means the articles of the Company.
 - "clear days" in relation to the period of a notice means that period excluding 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 to take effect.
 - "executed" includes any mode of execution.
 - "office" means the registered office of the Company.
 - "the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
 - "the seal" means the common seal of the Company.
 - "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.
 - "the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Share Capital

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
4. Section 89(1) of the Act shall not apply to the Company.

5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares (including any redeemable shares).
7. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provision 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 the other.
8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

Share Certificates

9. 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 his 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 amount 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 delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
10. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to 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) on delivery up of the old certificate.

Lien

11. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time 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.

12. The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
13. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
14. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on shares and forfeiture

15. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
19. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

20. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
21. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
22. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
23. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
24. 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 forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
25. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

Transfer of shares

26. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor unless legislation determines otherwise.
27. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.
28. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
29. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
30. 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.
31. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

Transmission of shares

32. If a member dies 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 which had been jointly held by him.
33. 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 registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

34. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

Alteration of share capital

35. The Company may by ordinary resolution -

- (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 larger amount than its existing shares;
- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

36. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

37. 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.

38. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 4 or 5 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

General meetings

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.

40. 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. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

Notice of general meetings

41. 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 clear days' 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 the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving 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 on any 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 to the directors and auditors.

42. 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 meetings

43. 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 or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
44. 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 such time and place as the directors may determine.

45. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
46. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
47. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
48. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
49. 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded -
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
50. Unless a poll is duly demanded 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.

51. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
52. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
54. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
55. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
56. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

When a corporation is a member the signature of a director or the secretary thereof, and for joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to this article.

Votes of members

57. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

When a corporation is a member a director or the secretary thereof shall be a duly authorised representative for the purpose of this article.

58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
59. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
60. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
61. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
62. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
63. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"[] PLC/Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] 19[], and at any adjournment thereof.

Signed on [] 19[]."

64. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"[] PLC/Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] 19[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for * against
Resolution No 2 *for * against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [] day of [] 19[]."

65. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may -

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

66. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Directors - qualification shares unnecessary

67. A director shall not be required to hold any qualification shares in the Company.

Number of directors

68. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

Alternate directors

69. 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.
70. An alternate director shall be entitled to receive notice of all meetings 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 the 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.
71. 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 reappointed or deemed to have been reappointed 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 reappointment.
72. 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.
73. Save as otherwise provided in the 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.

Powers of directors

74. Subject to the provisions of the Act, the memorandum and the 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 articles and no such direction 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. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

75. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of directors' powers

76. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Any committee shall have power unless the directors resolve otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the Company.

Appointment and disqualification of directors

77. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power to appoint any person or persons as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

78. The directors shall not be required to retire by rotation.

79. The holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to delegate the power to appoint any person or persons as a director or directors (either as an additional director or to fill any vacancy) to the board of directors of the Company and may at any time withdraw such delegation. Any such delegation or withdrawal of delegation shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

80. The office of a director shall be vacated:-

- (i) if by notice in writing to the Company he resigns the office of director;
- (ii) if for more than 6 months he has been absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a director by an order made under any provision of the Act or the Companies Directors Disqualification Act 1986 or The Insolvency Act 1986 and every statutory modification or re-enactment thereof for the time being in force;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under article 77;
- (vii) if he is requested in writing by at least three-fourths of the directors to retire from office.

Remuneration of directors

81. 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 be deemed to accrue from day to day.

Directors' expenses

82. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

Directors' appointments and interests

83. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

Interested directors

84. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director, notwithstanding his office, may be a party to or otherwise interested directly or indirectly in any transaction (including contract) or arrangement or in any proposed transaction or arrangement, with the Company or with any other company in which the Company may be interested, and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company, and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

85. For the purposes of regulation 82 -

- (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 persons 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' gratuities and pensions

86. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

Proceedings of directors

87. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a 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 director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
88. 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 two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
89. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
90. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
91. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

92. 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 and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

93. Any director or member of a committee of the Board may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions addressed to the chairman. The views of the Board, or a committee of the Board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held.

The provisions of these articles relating to notice and quorum for board meetings shall be applicable to meetings held in accordance with this article.

94. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

95. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (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.

96. If a question arises at a meeting of directors or 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 and his ruling in relation to any director other than himself shall be final and conclusive.

Secretary

97. 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

98. The directors shall cause minutes to be made in books kept for the purpose -

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors and officers present at each such meeting.

It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors.

The seal

99. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

100. The Board may elect not to possess and make use of a company seal.

101. Notwithstanding regulation 98 above, the Company may have an official seal for use abroad under the provisions of the Act, where and as the directors resolve, and the Company may by writing appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on its use as may be thought fit. Wherever in these Articles reference is made to the seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal.

Dividends

102. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

107. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

Accounts

109. 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 authorised by the directors or by ordinary resolution of the Company.

Capitalisation of profits

110. The directors may with the authority of an ordinary resolution of the company -

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;
- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

Notices

111. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

112. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
113. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
116. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

Winding up

117. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

Indemnity

118. To the extent not rendered void by section 310 of the Act every director or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court, and no director or another officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

Directors' and Officers' insurance

119. Subject to section 310 of the Act and the disclosure requirements, the Company may pay premiums for directors' and other officers' insurance cover as the directors deem fit.