

THE COMPANIES ACTS 1985 AND 1989

UNLIMITED COMPANY

NEW ARTICLES OF ASSOCIATION OF LONDON COMPANY OF KINGDOM WITNESSES

(As adopted by Special Resolution dated ..June.1..... 1993.)

TABLE E EXCLUDED

1. The regulations in Table E in the Schedule to The Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the following shall be the regulations of the Company.

INTERPRETATION

2. In these regulations -

"The Company" means the above-named Company.

"The Board" means the persons for the time being occupying the position of Directors of the Company.

"In writing" means written or printed or partly written or partly printed.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons include firms and corporations.

Subject as aforesaid any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

OBJECTS

3. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERS

4. The Board shall have an absolute discretion as to the admission of any person to membership of the Company and shall not be bound to give any reason for their decision. Except for persons admitted as members prior to the adoption of these Articles who shall continue as members unless and until ceasing to be a member pursuant to Article 5 or 6, a person shall be admitted as a member who has signed a written consent to become a member and whose admission as a member has been approved by a resolution of the Board.

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A member shall ipso facto cease to be a member of the Company:

- (a) If he resigns by giving notice in writing to the Company of his intention so to do, in which case he shall cease to be a member upon receipt of the notice by the Company; or
 - (b) If at a General Meeting of the Company a resolution be passed by the votes of not less than three-fourths of those present after giving the member a proper opportunity of being heard that it is not in the interests of the Company that he continue as a member.
6. The rights and privileges of a member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease on his death or on his ceasing to be a member.
 7. Where any member has ceased for any reason to be a member it shall be within the power of the Board either unconditionally or on such conditions as may to them seem expedient to reinstate him as a member.
 8. Any person ceasing to be a member shall nevertheless remain liable to pay all sums (if any) presently payable by him to the Company at the date of his ceasing to be a member.

GENERAL MEETINGS

9. A General Meeting shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint.
10. The business of the meeting shall be:
 - (a) To receive the report of the Board.
 - (b) To receive and adopt the balance sheet of the Company.
 - (c) To elect the Board for the ensuing year.
 - (d) To elect an Auditor or Auditors and

- (e) To transact such other business as shall be specified in the notice convening the meeting.

EXTRAORDINARY GENERAL MEETING

11. The Board shall have power to convene at any time an Extraordinary General Meeting of the members of the Company and at such meeting no matters shall be taken into consideration except those specified in the notice convening the same.

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PROCEEDINGS AT GENERAL MEETINGS

12. Fourteen clear days notice at the least or (in the case of an Annual General Meeting or meeting convened to pass a Special Resolution) twenty-one clear days notice at the least shall be given in manner hereinafter mentioned to such members as are under the provisions herein contained entitled to receive notices from the Company and also to the Company's Auditors. The length of the notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.
 13. Three members personally present shall be a quorum for all General Meetings.
 14. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
 15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 16. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 17. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
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VOTES OF MEMBERS

18. On a show of hands every member who is present in person (or being a corporation by a duly authorised representative) shall have one vote. On a poll every member who is present in person or by proxy shall have one vote.
19. On a poll votes may be given either personally or by proxy.
20. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Company.



21. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
22. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:

"LONDON COMPANY OF KINGDOM WITNESSES

I,
of
in the County of
being a member of the LONDON COMPANY OF KINGDOM WITNESSES
hereby appoint
of
as my proxy to vote for me and on my behalf at the (Ordinary
or Extraordinary as the case may be) General Meeting of the
Company to be held on the day of 19..
and at any adjournment thereof.

Signed the day of 19.."

23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS AND MANAGEMENT

24. Until otherwise determined by a General Meeting the number of members of the Board shall not be less than two nor more than five. A retiring member of the Board shall be eligible for re-election and shall act as a member of the Board throughout the meeting at which he retires.
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25. The members of the Board at the date of the adoption of these Article are .Ronald.Drage,.Sydney.David.Smith,.Thomas.Paul... Cruse...All.of.Watch.Tower.House,.The.Ridgeway,.LONDON.NW7.1RN Henry.George.Charles.Spicer.of.56.Holyoake.Walk.LONDON.W5.1QJ
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26. The continuing members of the Board may act at any time notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be reduced in number to less than two it shall be lawful for the remaining member of the Board to act for the purpose of filling up vacancies in the Board or summoning a General

Meeting of the Company but not for any other purpose.

27. The Board shall from time to time elect a Chairman who shall preside as Chairman at all General or other Meetings of the Company and of the Board and a Vice-Chairman who shall preside as Chairman in the absence of the Chairman. If at any meeting the Chairman and Vice-Chairman be not present within ten minutes after the time appointed for holding the same the members of the Board present may choose one of their number to be Chairman of such meeting.
28. Two members of the Board shall form a quorum.
29. The Board of Directors shall subject to the regulations of these Articles have power to frame regulations for their own government to appoint sub-committees and to delegate to them any of the powers of the Board.
30. The Board shall have power to fill up any vacancy in the Board and any member so elected shall retain office until the next General Meeting when he shall be eligible for re-election.
31. The Board shall have the management and application of the funds and other property of the Company and generally the management of all the affairs and concerns of the Company.

DISQUALIFICATION OF DIRECTORS

32. The office of Director shall be vacated:
 - (a) If by notice in writing to the Company he resigns the office of a member of the Board.
 - (b) If he absents himself from the meetings of the members of the Board during a continuous period of six months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office.
 - (c) If the members at an Extraordinary General Meeting pass a resolution calling upon him to resign his office.

BORROWING

33. The Board may at any time borrow or raise for the purposes of the Company from the members of the Board or ordinary members or any other persons such sums of money and at such rates of interest as the Board may think proper and may secure the repayment of such sums by mortgage or charge upon the whole or any part of the property or assets of the Company in such manner and upon such terms and conditions and with such security as the Board shall determine.

THE SEAL

34. The Common Seal of the Company shall unless otherwise determined by the Board not be affixed to any instrument of

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the Company except by the authority of a resolution and in the presence of at least two members of the Board and such members shall sign every instrument to which the seal shall be affixed in their presence and in favour of any person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY

35. The members of the Board and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any affairs of the Company and every one of them and each and all of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

ACCOUNTS

36. The Board shall cause true accounts to be kept:
- (a) Of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place; and
 - (b) Of the assets and liabilities of the Company.
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ACCOUNTS

37. The books of account shall be kept at the registered office of the Company or at such other place as the Board from time to time determines and shall be always open to the inspection of the members of the Board.
38. A balance sheet shall be made out in every year and laid before the Company in General Meeting made up to a date not more than six months before such meeting.

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AUDIT

39. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts 1985 and 1989 and/or any other statutory provisions for the time being amending or replacing same.

NOTICES

40. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him.
41. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.
42. If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him a notice addressed to him at the registered office of the Company shall be deemed to be duly given to him at the time at which the letter shall be delivered to the registered office of the Company.

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