

**FILE COPY**



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

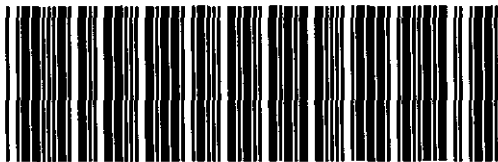
Company No. 4844678

The Registrar of Companies for England and Wales hereby certifies that

**ENERGY RETAIL ASSOCIATION LIMITED**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 24th July 2003



\*N04844678S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

Company Name in full

ENERGY RETAIL ASSOCIATION LIMITED

I, JOANNE GLENDINNING

of CENTRAL SQUARE SOUTH, ORCHARD STREET, NEWCASTLE UPON  
TYNE, NE1 3XX

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~[Solely engaged in the  
formation of the company]~~ person named as director or secretary of the  
company in the statement delivered to the Registrar under section 10 of the  
Companies Act 1985) † and that all the requirements of the Companies Act  
1985 in respect of the registration of the above company and of matters  
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*J. Glendinning*

Declared at

*Hay & Wither, 30 Cloth market, Newcastle  
NE1 1EE.*

Day Month Year

On

2 | 3 | 0 | 7 | 2 | 0 | 0 | 3

● Please print name.

before me ●

NICOLA JAYNE MATTHEWS

Signed

*Nicola J. Matthews*

Date

*23.7.03*

† A ~~Company Secretary or other person named in the statement~~ Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Eversheds LLP

Central Square South, Orchard Street, Newcastle upon  
Tyne, NE1 3XX

Tel 0191 241 6000

DX number DX 724340 DX exchange Newcastle 24

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh



A23  
COMPANIES HOUSE

\*ABZB4MH\*

0513  
24/07/03

Package: 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

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

CHFP025

Notes on completion appear on final page

### Company Name in full

ENERGY RETAIL ASSOCIATION LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE1 3XX

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

Agent's Name

EVERSHEDS LLP

Address

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE1 3XX

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Eversheds LLP  
Central Square South, Orchard Street, Newcastle upon  
Tyne, NE1 3XX

Tel 0191 241 6000

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

for companies registered in Scotland

**DX 235 Edinburgh**



A23 \*A23B5M1\* 0512  
COMPANIES HOUSE 24/07/03

**Company Secretary** (see notes 1-5)

Company name FUTURE FOUNDATIONS LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

EVERSECRETARY LIMITED

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE &amp; WEAR

Postcode

NE1 3XX

Country

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

**Consent signature**

Date

23/7/03

**Directors** (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of Eversecretary Limited  
Authorised signatory of Eversecretary Limited

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

EVERDIRECTOR LIMITED

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

CENTRAL SQUARE SOUTH

ORCHARD STREET

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE &amp; WEAR

Postcode

NE1 3XX

Country

Day Month Year

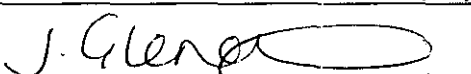
Date of birth

Nationality

Business occupation

Other directorships

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

**Consent signature**

Date

23/7/03.

For and on behalf of Everdirector Limited  
Authorised signatory of Everdirector Limited



## Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

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

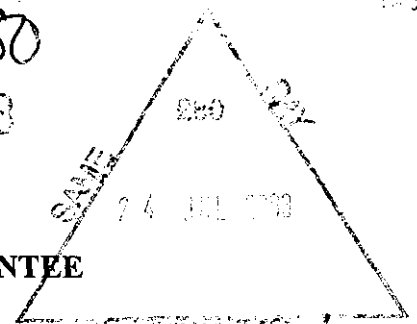
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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

4844678

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**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ENERGY RETAIL ASSOCIATION LIMITED**



1. The Company's name is "Energy Retail Association Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - 3.1 to act as a trade association for retailers of gas and electricity to domestic customers in the United Kingdom; and
  - 3.2 in furtherance of the above object but not further or otherwise the Company shall have the following powers:
    - 3.2.1 to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the board of directors may think fit;
    - 3.2.2 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the board of directors may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects;
    - 3.2.3 to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;
    - 3.2.4 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable, or mercantile instruments;

- 3.2.5 to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 3.2.6 to invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as the board of directors may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.7 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the board of directors may think necessary for the promotion of the Company's objects;
- 3.2.8 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects;
- 3.2.9 subject to **clause 4** to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company;
- 3.2.10 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.2.11 to purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;



- 3.2.12 to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of **clause 4** below and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body;
- 3.2.13 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated by the board of directors to further any of the objects of the Company;
- 3.2.14 to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
- 3.2.15 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
- 3.2.16 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may to the board of directors seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the board of directors may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 3.2.17 to do all such other lawful things as are necessary for the attainment of the above objects or any of them;

3.3 provided that:

- 3.3.1 where the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

- 3.3.2 the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 3.3.3 in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the board of directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such board of directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such board of directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of its board of directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:
- 4.1 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its board of directors) for any services rendered to the Company;
- 4.2 of interest on money lent by any member of the Company or of its board of directors at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the board of directors;
- 4.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its board of directors;

- 4.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 1/100th part of the capital of that company; and
- 4.5 to any member of its board of directors of reasonable out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of **clause 4** hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.



**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ENERGY RETAIL ASSOCIATION LIMITED**

**1. PRELIMINARY**

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

**2. OPERATIVE CLAUSES**

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

<b>"the Act"</b>	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"clear days"</b>	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
<b>"the directors"</b>	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

<b>“executed”</b>	includes any mode of execution
<b>“office”</b>	the registered office of the Company
<b>“seal”</b>	the common seal of the Company (if any)
<b>“secretary”</b>	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
<b>“the United Kingdom”</b>	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

### 3. **MEMBERS**

3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require signed by him.

3.2 A member may at any time withdraw from the Company by giving at least seven clear days’ notice to the Company provided that after such withdrawal the number of members remaining is not less than two. Membership shall not be transferable and shall cease on death.

3.3 Regulations 2 to 35 (inclusive) of Table A shall not apply to the Company.

### 4. **GENERAL MEETINGS**

The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

### 5. **NOTICE OF GENERAL MEETINGS**

5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution 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 in accordance with section 369(3) of the Act. The notice shall specify the time and place of the meeting and, only in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

- 5.2 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.
- 5.3 Notwithstanding that the Company does not have a share capital every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

## 6. **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 The words "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 6.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.
- 6.3 The words "and at any separate meeting of the holders of any class of shares in the company" in regulation 44 of Table A and paragraph (d) of regulation 46 of Table A shall not apply to the Company.

## 7. VOTES OF MEMBERS

- 7.1 Regulations 54, 55, 57 and 59 of Table A shall not apply to the Company. On a show of hands every member who (being an individual) is present in person or by proxy (not being himself a member entitled to vote) or (being a body corporate) is present by representative or by proxy (not being himself a member entitled to vote) shall have one vote. On a poll every member present in person or by proxy or by duly authorised representative (as the case may be) shall have one vote.
- 7.2 Any proxy shall be entitled to cast the votes to which he is entitled in different ways.

## 8. ALTERNATE DIRECTORS

- 8.1 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of the directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him), 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 at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.
- 8.2 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 shall not apply to the Company.
- 8.3 Save as otherwise provided in the regulations of the Company, an alternate director shall be deemed for the purposes specified in **Article 8.1** 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. Regulation 69 of Table A shall not apply to the Company.



**9. APPOINTMENT AND RETIREMENT OF DIRECTORS**

9.1 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

9.2 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

9.3 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with regulation 64 of Table A as the maximum number of directors for the time being in force.

**10. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:

10.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

10.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

10.3 he is, or may be, suffering from mental disorder and either:

10.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

10.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

10.4 he resigns his office by notice to the Company; or

10.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated,

and regulation 81 of Table A shall not apply to the Company.

11. **DIRECTORS' EXPENSES**

The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

12. **GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 27(3) of the Companies Act 1989) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

13. **PROCEEDINGS OF THE DIRECTORS**

13.1 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:

13.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

13.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

13.1.3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

13.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

13.1.5 shall be entitled to vote on any resolution and (whether or not he shall vote) be counted in the quorum on any matter referred to in any of **Articles 13.1.1 to 13.1.4** (inclusive) or on any resolution which in any

way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

13.2 For the purposes of **Article 13.1**:

13.2.1 a general notice 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;

13.2.2 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; and

13.2.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

13.3 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

13.4 Regulation 88 of Table A shall be amended by substituting for the sentence:

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.”

the following sentence:

“Notice of every meeting of the directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be

absent from the United Kingdom and have given the Company an address within the United Kingdom for service.”

13.5 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

14. **MINUTES**

The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

15. **THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director. Regulation 101 of Table A shall not apply to the Company.

16. **DIVIDENDS**

Regulations 102 to 108 (inclusive) shall not apply to the Company.

17. **CAPITALISATION OF PROFITS**

Regulation 110 of Table A shall not apply to the Company.

18. **NOTICES**

18.1 In regulation 112 of Table A, the words “first class” shall be inserted immediately before the words “post in a prepaid envelope” and the second sentence of regulation 112 of Table A shall not apply to the Company.

18.2 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Regulations 114 to 116 (inclusive) of Table A shall not apply to the Company.

18.3 The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.

18.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

19. **WINDING UP**

Regulation 117 of Table A shall not apply to the Company.

20. **INDEMNITY**

20.1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, 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 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto. Regulation 118 of Table A shall not apply to the Company.

20.2 The directors shall have power to purchase and maintain for any director, (including an alternate director) officer or auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, (including as an alternate director) officer or auditor.

20.3 The directors may authorise the directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in **Article 20.2**.

