

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LANDSCAPE RESEARCH GROUP LIMITED

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Company	Landscape Research Group Limited
The Act	The Companies Act, 1948
These Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Office	The registered office of the Company.
The Seal	The Common Seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Director	A duly elected member of the Board of the Company hereby constituted.
The Board	The Board of the Company or the Directors present at a duly convened meeting of the Board at which a quorum is present
The Secretary	The Secretary for the time being of the Company or any assistant or deputy secretary and any person appointed by the Board to perform any duties of the Secretary.
The Auditors	The Auditors for the time being of the Company.

Month	Calendar month
Year	Year from 1st January to 31st December inclusive.
In writing	Written printed or lithographed or partly one and partly another or other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine gender; and

Words importing persons shall include corporations.

Save as aforesaid any words or expressions defined in the Act or any statutory modification if not inconsistent with the subject or context, shall bear the same meanings in these presents.

Reference herein to any provisions of the Act shall be a reference to such provision as modified or re-enacted by any statute for the time being in force.

ACTIVITY

2. The Company is established for the purposes expressed in its Memorandum of Association.
3. Any branch or kind of activity which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of activity may have been actually commenced or not, so long as the Board may consider it expedient not to commence or proceed with the same.
4. Subject to the provisions (so far as applicable) of the Act the activity of the Company may be commenced so soon after the incorporation of the Company as the Board shall think fit.
5. The Office shall be at such place in England as the Board shall from time to time appoint.

MEMBERS

6. The number of members with which the Company proposes to be registered is five but the Directors may from time to time register an increase of members.
7. The Company is a private company and accordingly Regulation 2 in Part II of Table A in the First Schedule to the Act shall apply as if the same were herein incorporated.

8. The subscribers to the Memorandum of Association shall be members of the Company and shall be entered as members in the Register of Members. Such other persons as shall be admitted to membership in accordance with Article 9 hereof shall be entered as members in the Register of Members and shall thereupon become members of the Company.

9. (a) A person shall be admitted to membership of the Company if:-

- (1) he has signed and sent to the Company an application for admission framed in such terms as the Board shall from time to time prescribe, and
- (2) he has supplied the Company with any information it requires to assist it in considering his application to be a member and given any undertaking to be bound by the regulations of the Company which the Board deems necessary,
- (3) a Resolution for his admission to membership has been passed by the Board

(b) A person shall be admitted to Honorary Life Membership of the Company if an Ordinary Resolution for his admission to membership has on the recommendation of the Board been put to the members of the Company in General Meeting and been approved by them.

10. The Board shall be entitled in its absolute discretion to decide not to admit any applicant to membership of the Company and shall not be required to give any reasons for such decision.

11. Every member of the Company shall be liable to pay an annual membership fee to the Company of such amount as shall from year to year be determined in this regard by the Board and notified to the members of the Company but this Article shall not apply to Honorary Life Members

12. Every member shall use his best endeavours to promote the objects and interest of the Company and shall observe all the Company's regulations affecting him contained in or effective pursuant to these Articles.

13. The rights of every member shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise and shall cease with his death or in the case of a corporate member its liquidation.

14. A member who

- (a) becomes bankrupt or against whom a receiving order is made or who makes any arrangement or composition with his creditors generally, or (being corporate) enters into liquidation
- (b) resigns his membership by notice in writing to the Company, or

- (c) is requested to resign by a resolution unanimously passed by the Board and confirmed by the Company at a General Meeting at which the member shall have been given a proper opportunity of attending and being heard

shall immediately cease to be a member.

15. Any member who for any cause whatsoever shall cease to be a member or his personal representatives shall remain liable for and shall pay to the Company all moneys which may become payable by him by virtue of his liability under the Memorandum of Association or by virtue of Clause 11 hereof

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS

16. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year, and that an Annual General Meeting shall be held not more than ten months after the end of each successive accounting reference period (within the meaning of the Companies Act 1976) of the Company

EXTRAORDINARY GENERAL MEETINGS

17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

CONVENING OF MEETINGS

18. The Board may whenever it may think fit convene an Extraordinary General Meeting and Extraordinary General Meetings may be convened by such requisitions, as provided by Section 132 of the Act.

NOTICE

19. Twenty-one days notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the Meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right and there shall appear with reasonable prominence therein a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member to

attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings a Meeting may be convened by such notice as those members may think fit

20. The accidental omission to give notice of Meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any Meeting.

BUSINESS AT MEETINGS

21. Except with the permission of the Chairman of the General Meeting, no member shall be entitled to bring any special business before any General Meeting unless he shall have given notice in writing of such special business to the Secretary so as to be received by him not less than ten days before the date of the General Meeting, and in any such case the Secretary shall forthwith give notice of such special business to all members for the time being entitled under these Articles to receive notice of the General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the following matters:-

- (a) the consideration of the income and expenditure accounts of the Company, the balance sheet of the Company and the reports of the Directors and of the Auditors;
- (b) the election of new Directors in place of retiring Directors
- (c) the appointment of, and the fixing of the remuneration of, the Auditors.

QUORUM

23. No business shall be transacted at any general Meeting unless a quorum is present when the meeting proceeds to business. Ten members present in person (or, in the case of a corporation, represented by a person duly authorised in accordance with Article 43 hereof) shall be a quorum.

LACK OF QUORUM

24. If, within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

CHAIRMAN

25. The Chairman of the Board or failing him the Vice-Chairman of the Board shall preside as Chairman at every General Meeting, but if within fifteen minutes after the time appointed for the holding of any General Meeting none of the aforementioned persons shall be present and willing to preside, the members present shall choose some member of the Board who shall be present, or if no member of the Board shall be present and willing to preside, the members present shall choose any member of the Company (or in the case of a corporation, its representative duly authorised in accordance with Article 45 hereof) who shall be present to preside.

ADJOURNMENTS

26. The Chairman of any General Meeting at which a quorum is present may with the consent of the meeting (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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING ON RESOLUTIONS

27. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book 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. The demand for a poll may be withdrawn.

POLL VOTE

28. Subject as hereinafter provided in this Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken forthwith.

CASTING VOTE

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

DEMAND FOR POLL

30. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VALID RESOLUTION

31. Subject to the provisions of the Act, a resolution in writing signed (whether in one original or in several counterparts together constituting one original) by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

ONE VOTE PER MEMBER

32. Subject as hereinafter provided, every member shall have one vote.

DISSENTITLEMENT TO VOTE

33. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

OBJECTIONS

34. 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 given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

POLL OR PROXY VOTES

35. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote and a member present personally and by proxy may not vote by proxy, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed in accordance with Article 43 hereof.

PROXY VOTES

36. A proxy need not be a member.

37. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor be a corporation either under its common seal or under the hand of an officer or attorney authorised in that behalf.

38. 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 such power or authority shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned 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. No instrument appointing a proxy shall be valid after the expiration of a period of twelve months from the date named in it as the date of its execution.

39. An instrument appointing a proxy may be in the following form or in any other form which the Board may approve.

LANDSCAPE RESEARCH GROUP LIMITED

I/We _____ of
being a member/members of the above-named Company, hereby
appoint _____ of
and failing him _____ of
as my/our proxy to vote for
me/us and on my/our behalf at the (Annual 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
As witness my hand this _____ day of
19 _____ .

40. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

LANDSCAPE RESEARCH GROUP 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 for me/us on my/our behalf at the (Annual
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 this _____ day of _____ 19 _____ .

This form is to be used *in favour of/against the resolution.
Unless otherwise instructed, the proxy will vote as he thinks
fit.

* Strike out whichever is not desired.

41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

42. 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 the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

43. Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company
15.

THE BOARD OF DIRECTORS

44. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than five and not more than twenty-one in number and shall include not less than two individuals.

45. The first Directors shall be appointed in writing by a majority of the subscribers to the Memorandum of Association.

46. Every Director shall hold office until he shall die or shall cease to hold office by virtue of Article 49 hereof.

47. Any Corporation which is a Director of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Board of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual Director of the Company.

DISQUALIFICATION OF DIRECTORS

48. The office of a Director shall be vacated if the Director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) resigns his office by notice in writing to the Company; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

A Director shall not vote in respect of any contract in which he is personally interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF DIRECTORS

49. At the first and each subsequent Annual General Meeting of the Company all the Directors shall retire from office.

50. A retiring Director shall be eligible for re-election.

51. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

52. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the Office notice in writing signed by a member duly qualified to

attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

53. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall be eligible for re-election.

54. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act remove any Director before expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

55. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 53 hereof, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

POWERS AND DUTIES OF THE BOARD

56. The business and affairs of the Company shall be managed by the Board, which may pay all reasonable expenses incurred in promoting, forming, establishing and registering the Company and (subject as hereinafter provided) may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by the Article shall not be limited or restricted by any special authority or power given to the Board by any other Articles.

57. The Board may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.

58. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

59. The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of appointing such further persons to be Directors as they may think fit.

60. In the performance of his functions as a Director, every Director shall have regard to the interest and objectives of the Company and shall not have regard to the interests and objectives of any particular member or members of the Company except insofar as these may coincide with the interests and objectives of the Company but no Director shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Director although the employment of such agent was not strictly necessary or expedient or by reason of any mistake or omission made in good faith by the Board or by reason of any other matter or thing other than wilful and individual fraud on the part of the Director who is sought to be made liable

PROCEEDINGS OF THE BOARD

61. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit. Unless and until otherwise determined by the Board questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman of the Board may and the Secretary on the requisitions of not less than two Directors shall at any time summon a meeting of the Board.

62. Not less than seven days' notice (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting and enclosing the agenda of the business to be discussed at the meeting shall be given of every meeting of the Board unless in the opinion of the Chairman or failing him the Vice-Chairman it shall be expedient to call a meeting on short notice for the discussion of urgent business, in which case the meeting may be called on three days' notice if the notice is given by telephone, telex or telegraph.

63. The Board shall elect from among its members a Chairman and a Vice-Chairman, who shall be individuals, and in the event of any vacancy in either of those offices the Board shall so soon as practicable fill the vacancy.

64. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless and until so fixed shall be such number of Directors present in person (or, in the case of a corporation represented by a person duly authorized in accordance with Article 43 hereof) as shall constitute one half of the members for the time being of the Board (any fraction being rounded up to the nearest whole number).

65. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Board for the time being vested in the Board generally.

66. No business not mentioned in the agenda mentioned in Article 62 hereof shall be transacted at any meeting of the Board unless in the opinion of the Chairman of the meeting supported by a majority of the other Directors present at the meeting such business arises directly out of an item included in the agenda or out of the minutes of the last preceding meeting or is a matter of urgency.

67. If at any meeting of the Board neither the Chairman nor the Vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be Chairman of the meeting.

68. A resolution in writing signed by all the Directors for the time being (or being corporations by their duly authorized representatives) shall be as effective as if it had been passed at a meeting of the Board duly convened and held.

69. The Board may delegate any of its powers (other than the power to recommend the admission or expulsion of any member of the Company) to Committees of its number, as it may think fit. In the exercise of the powers so delegated any Committee so formed shall conform to any regulations which may be imposed on it by the Board. Provided that all acts and proceedings of such Committees shall be fully reported back as soon as reasonably practical to the Board.

70. A Committee may elect a chairman of its meetings; if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the same, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

71. A Committee may meet and adjourn as it shall think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, but in case of an equality of votes the Chairman shall not have a second or casting vote and the resolution shall be considered as lost. The Board shall have power to fix the quorum for Committees but except to such extent the meetings and proceedings of a Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations imposed by the Board under or by the provisions of the preceding Articles.

72. All acts bona fide done at any Board or Committee meeting or by any person acting as a Director, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid or that he or any of them was ineligible or had vacated office, shall be as valid as if every such person had been duly appointed and was eligible and had continued to be a Director.

SECRETARY

73. The Secretary shall be appointed by the Board immediately following each Annual General Meeting and any Secretary so appointed may be removed by the Board.

74. Any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

MINUTES

75. (i) The Board shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board, and
- (b) of the names of the Directors present at every meeting of the Board and of any Committee of the Board, and
- (c) of all resolutions, recommendations and proceedings at all meetings of the Company of the Board and of all Committees of the Board provided always that for this purpose it shall be sufficient that such resolutions, recommendations and proceedings be recorded in a summarised form.

(ii) Copies of the minutes of every General Meeting of the Company shall be circulated by the Secretary to all the members of the Company following the end of that General Meeting and prior to the commencement of the next succeeding General Meeting

(iii) Any such minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

(iv) The books containing minutes shall be kept in accordance with the provisions of Section 146 of the Act.

THE SEAL

76. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so

affixed in the presence of at least one Director and of the Secretary or such other person as the Board may from time to time appoint for the purpose, and such Director and Secretary or other person aforesaid shall sign every instrument to which the seal is so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

77. The Board shall cause proper books of account to be kept with respect to:-

- (i) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (ii) all sales and purchases of goods by the Company and
- (iii) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such records as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.

78. The books of account shall be kept at the Office, or, subject to Section 147 (3) of the Act, at such other place or places as the Board may think fit, and shall always be open to the inspection of the members of the Board.

79. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as is conferred by statute or authorised by the Board of the Company in General Meeting.

80. At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1)(c) of the Act,

be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

AUDIT

81. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

82. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 20 of the Companies Act 1976.

NOTICES

83. Any notice or other document may be served by the Company on any member either personally or by sending the same through the post in a prepaid envelope addressed to such member at his registered address as appearing in the Register of Members.

84. Any notice or other document, if served by post, shall be deemed to have been served on the second day next following that on which the envelope containing the same is put into the post; and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

85. Any notice or other document which pursuant to these Articles is required to be served by any member on the Company or on the Secretary or any other officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Company or to the Secretary or other officer of the Company, as the case may be at the Office.

DISSOLUTION

86. 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 except as hereinafter provided 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 (whether or not the same shall be a member or members of the Company) having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined

by the members of the Company at or before the time of dissolution, provided always that where any institution determined as aforesaid shall also be a member of the Company such determination shall not become valid and effective and no such payment or distribution as aforesaid shall be made to such institution pursuant thereto unless and until the same is approved by the Charity Commissioners, and if and so far as effect cannot be given to the foregoing provisions of this Article then any property of the Company which shall otherwise remain undistributed shall be paid or applied to or for some charitable object.

INDEMNITY

87. Every Director, officer and Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such Director, officer or Auditor 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 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[Handwritten signature]

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