

THE COMPANIES (ALDERNEY) LAW, 1994

ARTICLES OF ASSOCIATION

of

MARATHON ALDERNEY LIMITED

1. The Company adopts The Companies Articles (Standard Table) Regulations, 1995 and referred to as the "Standard Articles", except as hereinafter stated.
2. The Directors may, in their absolute discretion, refuse to register a transfer of shares without assigning any reason therefor, except in the following circumstances:
 - (a) To a lineal descendent or ancestor of a member;
 - (b) To an executor of a member in the event of death;
 - (c) To a liquidator or trustee in bankruptcy or other legally recognised officer in the event of the insolvency of the member

and the Standard Articles shall be modified accordingly and Articles 24 and 25 of the Standard Articles shall not apply.

3. A Director shall not be precluded from voting on any matter in which he has a direct or indirect interest and Articles 86, 87, 88, 89 and 90 of the Standard Articles shall not apply.
4. Unless otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum and the minimum number shall be two.

NAME AND ADDRESS OF SUBSCRIBER

C.L. Nominees Limited
22 Smith Street
St Peter Port
Guernsey GY1 2JQ



Dated this 6th day of February 2008

WITNESS to the above signature

Roger John Wymer
22 Smith Street
St Peter Port
Guernsey GY1 2JQ

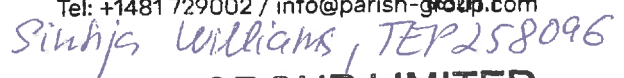
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 Signed
03/08/2023 Date

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Guernsey Financial Services Commission
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St Peter Port, Guernsey GY1 3HT

Tel: +1481 729002 / info@parish-group.com


PARISH GROUP LIMITED

THE COMPANIES (ALDERNEY) LAW, 1994

MEMORANDUM OF ASSOCIATION

of

MARATHON ALDERNEY LIMITED
("the Company")

- 1 The Company's name is **MARATHON ALDERNEY LIMITED**.
- 2 The Company's objects are unlimited.
- 3 The liability of the members is limited to the amount for the time being remaining unpaid on the shares held by each of them respectively.
- 4 The Company's share capital is £10,000 divided into 10,000 shares of £1 each and such shares shall be paid for in full on issue by the Company in accordance with the Articles of Association.
- 5 The signature of the Company shall be "**MARATHON ALDERNEY LIMITED**" with the addition of the signature(s) of one or more officer(s) of the Company authorised generally or specifically by the Board for such purpose, or such other person or persons as the Board may from time to time appoint.

We, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER

Ordinary Shares

C.L. Nominees Limited
22 Smith Street
St Peter Port
Guernsey GY1 2JQ

Ten thousand



Dated this 6th day of February 2008

WITNESS to the above signature

Roger John Wymer
22 Smith Street
St Peter Port
Guernsey GY1 2JQ

ALDERNEY STATUTORY INSTRUMENT

1995—No. 3

The Companies Articles (Standard Table) Regulations, 1995

Made	...	...	...	...	...	...	...	3rd May, 1995.
Coming into operation	...	...	...	...	...	...	...	3rd May, 1995.

THE STATES OF ALDERNEY FINANCE COMMITTEE, in exercise of the powers conferred upon it by section 8 of the Companies (Alderney) Law, 1994(a), and after consultation with the Guernsey Financial Services Commission, hereby makes the following regulations:—

Standard table of articles.

1. (1) The articles set out in the Schedule hereto called "Standard Articles for a Private Company Limited by Shares" are hereby prescribed as a standard table of articles for the purposes of section 8(1) of the Companies (Alderney) Law, 1994.

(2) The said standard table may accordingly be adopted in whole or in part, and subject to such exceptions, adaptations and modifications as may be specified, by companies registered in Alderney.

Interpretation.

2. The provisions of the Interpretation (Guernsey) Law, 1948(b) shall apply to the interpretation of these regulations.

(a) Ordres en Conseil No. XXXIV of 1994.

(b) Ordres en Conseil Vol. XIII, p. 355.

Citation.

3. These regulations may be cited as the Company Articles (Standard Table) Regulations, 1995.

Commencement.

4. These regulations shall come into operation on the 3rd day of May, 1995.

Dated this third day of May, 1995.

J. MORGAN
Chairman of the States Finance Committee
For and on behalf of the Committee.

EXPLANATORY NOTE

These regulations prescribe for the purposes of section 8 of the Companies (Alderney) Law, 1994 a standard table of articles called the "Standard Articles for a Private Company Limited by Shares". They may be adopted in whole or in part by any company incorporated in Alderney.

SCHEDULE
STANDARD ARTICLES FOR
A PRIVATE COMPANY LIMITED BY SHARES

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Interpretation

1. In these regulations, unless the context requires otherwise-

“articles” means the articles of association 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;

“holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares:

“office” means the registered office of the company;

"ordinary resolution" means a resolution of the company in general meeting adopted by a simple majority of the votes cast at that meeting;

"special resolution" means a resolution of the company in general meeting adopted by at least a threequarters majority of votes recorded at that meeting;

"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 Law" means The Companies (Alderney) Law 1994 including any statutory modification or reenactment thereof for the time being in force.

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

In these articles the singular includes the plural, the masculine includes the feminine, and vice versa.

In the event of any conflict between the provisions of these articles and the provisions of the Law, the latter shall prevail.

Share Capital

2. Subject to the provisions of the Law-

- (a) without prejudice to any rights attached to any issued shares, any share may be issued with such rights or restrictions as the company may by special resolution determine;
- (b) the company may
 - (i) issue, or
 - (ii) convert any existing non-redeemable shares, whether issued or not, into, shares which are to be redeemed, or are liable to be redeemed at the option of the company or the shareholder, on such terms and in such manner as may be determined by special resolution;

- (c) unissued shares shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons and on such terms as the directors think fit.

3. The company may exercise the powers of paying commissions. 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. The commission shall not exceed 10 per cent of the price at which the shares are allotted.

4. 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

5. 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 bear the common signature of the company 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.

6. 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

7. 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.

8. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in which the lien exists is presently payable and is not paid within 14 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 or otherwise by operation of law of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

9. 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 an irregularity in or invalidity of the proceedings in reference to the sale.

10. 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

11. 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 14 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.

12. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

13. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14. 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 at such rate not exceeding ten per cent per annum as the directors may determine but the directors may waive payment of the interest wholly or in part.

15. 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. The company may accept from a member the whole or a part of the amount remaining unpaid on shares held by him, although no part of that amount has been called up.

16. 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.

17. 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 14 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.

18. 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.

19. Subject to the provisions of the Law, 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 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.

20. 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 at such rate not exceeding ten per cent per annum as the directors may determine, 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.

21. A declaration under oath 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

22. 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 and, unless the shares are fully paid, by or on behalf of the transferee.

23. The directors may refuse to register a transfer of a share unless such an instrument of transfer:

- (a) is lodged at the registered office (or such place as the directors may appoint) and is accompanied by the share certificate to which it relates and such other evidence as the directors may reasonably require showing the right of the transferor to make the transfer;
- (b) is in respect of only one class of shares; and
- (c) is in favour of not more than four transferees.

24. No member shall be entitled to transfer any shares otherwise than in accordance with the following provisions:

- (a) A member desirous of selling his shares (hereinafter called "the Selling Member") shall give notice (hereinafter called "the notice of sale") to the Secretary of the Company for the time being containing an offer to sell the same, and stating the number of shares which he desires to sell. The price shall be a fair price as defined hereinafter unless a higher price is mutually agreed.
- (b) The Secretary shall within 7 days send to each of the other members of the Company a circular containing the same particulars and naming a day (being thirty days after the receipt by him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the shares referred to in the notice of sale at or above the fair price specified in the notice of sale by the Selling Member shall be received from members of the Company by the Secretary, he shall, as agent for the selling purchaser or purchasers, declare a contract or sale to be concluded, and shall give notice thereof to the Selling Member and the purchaser or purchasers.

- (c) If the offers for purchase shall together constitute offers to purchase a greater number of shares than those offered for sale, the shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold shares in the Company: Providing that no proposing purchaser shall be liable to take more shares than those he shall have offered to purchase, and any shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The Selling Member and the members declared to be the purchasers of shares shall give effect to the contract or contracts so made as aforesaid by the execution of proper transfers and the payment of the purchase price.
- (d) If within forty days after receipt by the Secretary of the notice of sale the Secretary has not notified the Selling Member that his offer to sell is accepted on behalf of some member or members of the Company, he may within six calendar months from the date of receipt by the Secretary of the Notice of Sale, sell or dispose of the shares referred to in such Notice of Sale or as many of them as shall not have been agreed to be purchased by a member or members of the Company, to any other person; PROVIDED THAT such sale or disposal be at a price not less than the fair price as hereinafter defined.
- (e) A notice of sale may be renewed from time to time, but the offer therein contained shall not be withdrawn until the expiration of thirty days from the time of the receipt by the Secretary of the Notice of Sale.
- (f) If any person shall become entitled to any shares by reason of the death or bankruptcy of any member or otherwise by operation of law, he shall be bound forthwith to offer the same for sale to the members of the Company at the fair price, and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned, containing as the price which he is willing to accept the said fair price and the same results shall follow as in the case of a

notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.

25. (a) The Directors may at their absolute discretion refuse to register any transfer made or expressed to be made in contravention of the provisions of these Articles of Association, or any transfer of shares whereon the Company has a lien, or a transfer of shares to any person of whom they do not approve.
- (b) The fair price of the shares of the Company shall be fixed by the auditors of the company who shall be considered to be acting as an Arbitrator and the price when so fixed shall be deemed to be the fair price. The decision of the Auditors shall be final and conclusive.
- (c) The purchase money for the share or shares sold as herebefore mentioned shall be paid by the purchaser to the Directors, who shall hold the same for the person entitled thereto, and thereupon the name of the purchaser shall be entered in the register as holder of the share or shares so sold, and the purchaser shall be entitled to a certificate of title to the said share or shares, and shall not be bound to see the application of the purchase money. The remedy of the former holder of the shares or share, or of any person claiming through or under him, for any irregularity, shall be against the company and in damages only.
- (d) If any member being a person in the service of the company excluding a Director, shall cease from any cause to be in such service the Directors may at any time there after serve such member with a notice in writing requiring him to transfer at the fair price (to be determined as hereinbefore provided) all or any of the shares held by him to such person or persons as the Directors shall nominate in such notice, and if such member shall fail for the space of fourteen days after tender of the fair price of the shares to comply with such notice, the Directors may, as his Agents, against payment of the fair price of the shares, transfer the shares to the person or persons named in the notice, and in such case the Directors shall hold the purchase money so received for the person

entitled thereto, and thereupon the name of the purchaser, shall be entered in the register as the owner of the share or shares so sold, and the purchaser shall be entitled to a certificate of title to the said share or shares and shall not be bound to see to the application of the purchase money. The remedy of the former holder of the share or shares or of any person claiming through or under, for any irregularity, shall be against the Company and in damages only.

- (e) The Directors shall at any time on the requisition of the holders of not less than three fourths of the issued share capital of the Company upon which all calls or other sums then due have been paid by notice in writing require any member to serve the Company with a notice of sale in respect of all the shares held by him, and if such member shall fail for the space of fourteen days to serve the Company with such notice he may be treated by the Directors as a person ceasing to be in the service of the Company in accordance with 2(d) hereof.

26. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine for such class of share.

27. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the instrument of transfer was lodged with the company send to the transferor and the transferee notice of the refusal.

28. 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 30 days in any year) as the directors may determine.

29. 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.

30. 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

31. 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.

32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law may, upon such evidence being produced as the directors may properly require, elect to become the holder of the share. If he elects to become the holder he shall give notice to the company to that effect. 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 or otherwise by operation of law of the member had not occurred.

33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law 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.

Consolidation of shares

34. 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 Law, 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.

General meetings

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

36. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Law, shall forthwith proceed to call a general meeting for a date not later than two months after the receipt of the requisition. If there are not sufficient directors to call a general meeting, any director or any member of the company may call such a meeting.

Notice of general meetings.

37. An annual general meeting or a 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 21 clear days' notice. All other meetings shall be called by at least 14 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 at the meeting being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

The notice shall specify the day, 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 or otherwise by operation of law and to the directors and auditors, if any.

38. 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 the meeting.

Proceedings at general meetings

39. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a body corporate, shall be a quorum.

40. 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) is present within 15 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.

41. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, those present and entitled to be counted in a quorum shall choose one of their number to be chairman.

42. 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.

43. 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 14 days or more, at least 7 clear days' notice shall be given specifying the day, 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.

44. 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 Law, a poll may be demanded.

- (a) by the chairman, or
- (b) by at least two members having the right to vote on the resolution;
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 on the resolution; or
- (d) by a member or members holding shares conferring a right to vote on the resolution 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.

45. 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.

46. 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.

47. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a day, 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.

48. 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.

49. 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 day, time and place as the chairman directs not being less than 7 days nor more than 30 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.

50. No notice need be given of a poll not taken forthwith but the day time and place at which it is to be taken shall be announced at the meeting at which it is demanded. In any case, at least 7 clear days' notice shall be given specifying the day, time and place at which the poll is to be taken.

Votes of members

51. 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 body corporate) is present by a duly authorised representative, shall have one vote and on a poll every member who (being an individual) is present in person or by proxy or (being a body corporate) is present by a duly authorised representative shall have one vote for every share of which he is the holder.

52. 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.

53. A member in respect of whom an order has been made by any court having jurisdiction (whether in the Island or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his curator or other person authorised in that behalf appointed by that court and any such curator 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 within the Island 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.

54. 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.

55. 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.

56. 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.

57. An instrument appointing a proxy shall be in writing in the usual form, or as approved by the directors, and shall be executed by or on behalf of the appointer.

58. 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 Island 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.

59. A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate 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.

Number of directors

60. Unless otherwise determined by special resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be at least one.

Alternate directors

61. 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.

62. An alternate director shall be entitled to receive the same notice of meetings of directors and of all meetings of committees of directors of which his appointer is a member as his appointer is entitled to receive, 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 appointer 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.

63. An alternate director shall cease to be an alternate director if his appointer ceases to be a director, but, if a director is reappointed, any appointment of an alternate director made by him which is in force immediately prior to his reappointment shall continue after his reappointment.

64. 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.

65. 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

66. Subject to the provisions of the Law, 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.

67. 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

68. The directors may delegate any of their powers to any committee consisting of one or more directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be directors. No resolution of the committee shall be effective unless a majority of those present when it is passed are 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.

Appointment of directors

69. The first directors of the company shall be appointed in writing by the subscribers of the memorandum or a majority of them.

70. No person shall be appointed a director at any general meeting unless-

- (a) he is recommended by the directors; or
- (b) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed.

71. Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the company's register of directors.

72. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

73. The directors may appoint a person who is willing to act as 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 fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

Disqualification and removal of directors

74. The office of a director shall be vacated if-

- (a) he ceases to be a director by virtue of any provision of the Law or he becomes prohibited by law from or disqualified from being a director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) or he resigns his office by notice to the company; or
- (d) 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; or
- (e) the company so resolves by ordinary resolution.

Remuneration of directors

75. 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

76. 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

77. Subject to the provisions of the Law, 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.

78. Subject to the provisions of the Law, and provided that he has disclosed to the directors the nature and extent of any material interests of his, a director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

79. For the purposes of regulation 78-

- (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

80. 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 who 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

81. 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. 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 appointer to a separate vote on behalf of his appointer in addition to his own vote.

82. 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 one. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

83. 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.

84. 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. 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.

85. 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.

86. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity, in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Administrator of Income Tax for taxation purposes;

- (e) the resolution relates to an agreement for the benefit of employees of the company or any of its subsidiaries which does not accord to him any privilege or advantage not generally accorded to the employees to whom the arrangement relates.

87. A director may not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

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

89. 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.

90. 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

91. Subject to the provisions of the Law, 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

92. The directors shall cause minutes to be kept for the purpose in accordance with the Law.

Seal.

93. In the case of a company with a seal, 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 determined it shall be signed by a director and the secretary.

Dividends.

94. Subject to the provisions of the Law, 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.

95. Subject to the provisions of the Law, 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.

96. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on 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.

97. 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.

98. Any dividend or other moneys payable in respect of a share may be paid by cheque or by warrant 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 or otherwise by operation of law of the holder, to the registered address of 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 or warrant 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 or warrant 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.

99. 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.

100. Any dividend which has remained unclaimed for 10 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 and audit

101. 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 law or authorised by the directors or by ordinary resolution of the company.

102. The company may elect to become an unaudited company in accordance with the provisions of Schedule 3 to the Law. Should the company not so elect, the company shall appoint auditors to examine the accounts and report thereon in accordance with the Law.

Capitalisation of profits

103. 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 in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum was distributable and was distributed by way of dividend 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 up;
- (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.

Resolutions made in writing by members

104. A resolution in writing signed by all of the members entitled to receive notice of a meeting of members shall be valid and effectual as if it had been passed at a meeting of shareholders.

Resolutions made in writing by directors

105. 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 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 appointer 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.

Notices

106. 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.

107. A member shall be entitled to receive any notice to be given to him pursuant to the articles notwithstanding that his registered address is not within the British Islands. The company may give 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.

108. 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.

109. 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 which he derives his title.

110. 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 be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

Winding up

111. If the company is wound up, the company may, with the sanction of a special resolution and any other sanction required by the Law, divide the whole or any part of the assets of the company among the members *in specie* and the liquidator or, where there is no liquidator, the directors 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, and 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

112. In so far as the Law allows, every present or former officer of the company shall be indemnified out of the assets of the company against any loss or liability incurred by him by reason of being or having been such an officer.

D.V. JENKINS
Clerk of the States

