COMPANY LIMITED BY G

VING A SHARE CAPITAL

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>> ("the Company")

1. Preliminary

- 1.1 These Articles and (subject to Companies (Tables A to F) R of the Company.
- 1.2 The regulations contained in Table A in the Companies (Ta Articles refer to both Table A
- 1.3 In regulation 1 of Table A, the words "these regulations" in e
- 1.4 Regulations 40, 76 to 80 (include the Company. Regulation 4 c

2. Members

- 2.1 A member may at any time w notice to the Company. Mem failure to meet any of the Mer time to time.
- 2.2 The directors may, acting by a membership of any member s be entitled to present a defen

3. General Meetings

No business shall be transacted at an proceeds to business. Two persons of vote at the meeting, being or each being representative of a corporation, shall be transacted at an proceeds to business.

4. Conflict of Interests

- 4.1 Directors do not have the p
- 4.2 A director's conflict of interest to Article 4.3.
- 4.3 Members can authorise an can be achieved by a vote a only) by getting agreement can participate in the vote, being authorised.

tions contained in Table C in the constitute the Articles of Association

set out in regulations contained in 385 ("Table A") and as such these

all be deemed to be added to the

usive) of Table A shall not apply to the Company.

h by giving at least seven clear days' rable and shall cease on death or on les or as set out by the Directors from

OR PERCENTAGE>>, terminate the of natural justice and a member shall mittee of directors.

quorum is present when the meeting one member, one person entitled to a member or a duly authorised

s of interest at board meetings.

d by the members in accordance

t by an ordinary resolution. This n the case of a private company director who is also a member rectors interested in the matter

5. Appointment and Removal of Di

- 5.1 A member or members holdin shares of the Company for the director and may remove any any claim for damages he mathe company. The appointme behalf of the person or persor
- 5.2 The directors may also appoir
- 5.3 A director shall not be require disqualified from being appoir age of seventy or any other a

6. Directors' Gratuities and Pensio

The directors may pay, or agree to pa death or disability benefits to any directors spouse or former spouse) or to any per any scheme or fund and pay premium

7. Proceedings of Directors

7.1 The directors (including altern meeting of the directors by meeting of the directors by meeting meeting the directors by meeting all the bedeemed to be present in pentitled to vote accordingly. The highest number of participing chairman of the meeting is the

8. The Seal

Regulation 101 of Table A shall only a not, a share certificate may be execut

9. Notices

Any notice to be given to or by any pe personally in writing at the time of tran means of communication.

10. Indemnity

Subject to the provisions of the Act an A, every director or other officer or au the Company against all costs, charge discharge of his duties or in relation th officer or auditor insurance against an respect of any negligence, default, bre relation to the Company.

Signatures.

<<INSERT NAME, ADDRESS AND S <<INSERT NAME, ADDRESS AND S <<INSERT NAME, ADDRESS AND S n nominal amount of the ordinary popoint a person willing to act to be a sted) from office, without prejudice to ntract of service between him and by an instrument signed by or on the office.

be a director.

irector and a person shall not be of his attaining or having attained the

other retirement, superannuation, ny member of his family (including a lent on him, and may contribute to sion of any such benefits.

m, may participate in or form a one or any communication other. A person so participating shall hall be counted in the quorum and be d to take place where the group of re is no such group, where the

common seal. Whether it does or le Act instead of being sealed.

s shall be deemed to be given simile transmission or comparable

rovisions of regulation 118 of Table be indemnified out of the assets of curred by him in the execution or purchase and maintain for any such any rule of law may attach to him in let of which he may be guilty in

ubscribers.

SCRIBER>> SCRIBER>> SCRIBER>> <<INSERT NAME, ADDRESS AND S

BSCRIBER>>

Dated this <<INSERT DATE>>

Witness to the above signatures

Signature

Name: <<INSERT NAME OF W Address: <<INSERT ADDRESS O <<INSERT ADDRESS OF WITNESS: