

Company No: 5062300

**The Companies Act 1985 and 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

Memorandum and Articles of Association of

CONTEMPORARY GLASS SOCIETY

(Incorporated the 3rd day of March 2004)

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THE COMPANIES ACTS 1985 TO 1989

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

CONTEMPORARY GLASS SOCIETY

1. The Company's name is "CONTEMPORARY GLASS SOCIETY".
2. The Company's registered office is to be situate in England and Wales.
3. The Company's objects are:-
 - (a) (i) To promote commerce, art, science, education, religion, charity or any profession and to promote any social, political or sporting activity and anything incidental or conducive to any of the above objects.
 - (ii) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

- (b) To purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Company.
- (c) To establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Company and for the purpose of promoting and primary objects of the Company and to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity.
- (d) To purchase, take on lease or in exchange, hire or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (e) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (f) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objects.
- (g) To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company.
- (h) To borrow or raise money in such manner on such terms and on such security as the committee thinks fit, and whether by the creation and issue of debentures of debenture stock or otherwise.
- (i) To invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit to the intent that the company shall have the same full and unrestricted powers of investment as an absolute beneficial owner, but subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided.
- (j) To establish, promote, or assist any Charitable Company or Companies all or any of which are similar to the objects of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on directly or indirectly calculated to benefit this Company and in the furtherance of its objects.

- (k) To make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
 - (l) To establish and support pension and superannuation schemes for the benefit of persons employed by the Company, and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants.
 - (m) To undertake and execute any trusts or agency business which may seem directly or indirectly conducive to any of the objects of the Company.
 - (n) To purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, societies or bodies with which this Company is authorised to co-operate or federate.
 - (o) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
 - (p) To do all such other lawful things as are necessary incidental or conducive to the attainment of the main objects of the Company.
 - (q) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for any charitable purpose in any way connected with the purposes of the Company or calculated to further the said principal objects of the Company.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Company. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Officer or retainer or instrument of the Company or to any Member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest on money lent or reasonable and proper repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for any premises demised or let to the Company.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 4 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Names and addresses of Subscribers

BOURSE NOMINEES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

BRISTOL LEGAL SERVICES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

Dated 18 February 2004

Witness to the above signatures:-

MELANIE ANNE RUSSELL
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

THE COMPANIES ACTS 1985 TO 1989

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

CONTEMPORARY GLASS SOCIETY

GENERAL

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

WORDS	MEANING
The Act	The Companies Act 1985
The Articles	These Articles of Association in their present form or as from time to time altered.
The Board	The Board of Management for the time being of the Company.
The Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
Month	Calendar Month.
In Writing	Written printed or lithographed, or partly one or partly another, and other modes of representing or reproducing words in a visible form.
Member	Member of the Company.
Board	Board of Management.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to Membership shall be members of the Company.
3. The provisions of Section 352 of the Act, shall be observed by the Company, and every Member of the Company shall either sign a written consent to become a member or sign the register of Members on becoming a Member.
4. Each and every Member not being an individual shall from time to time appoint, remove and replace a nominee or deputy to exercise on its behalf all powers of membership conferred on such member by these Articles. A nominee or deputy shall not be personally liable for any subscription or other sum from time to time payable by his appointer. Every such appointment removal or replacement shall be in writing and shall be sent to or deposited at the registered office of the Company and shall take effect from the time or receipt thereof.
5. Every Member shall sign or as the case may be seal a written consent to become a member in such form as the Board shall from time to time prescribe.
6. Any Member of the Company who wishes to retire from membership shall give one month's notice in writing to the Company of his or its intention so to do and upon the expiry of such notice he or it shall cease to be a Member but no such notice or retirement shall excuse such Member from any obligation or liability that shall have accrued prior thereto.
7. The Board shall by a three-fourths majority vote have power at any time and without giving any reasons to request in writing any Member to retire from membership and thereupon the individual body corporate or unincorporate concerned shall forthwith cease to be a Member of the Company and its name shall accordingly be removed from the Register of Members.

GENERAL MEETINGS

8. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting and the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
10. The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act.

11. An Annual General Meeting of the Company and a meeting called for the passing of a Special Resolution shall be called by Twenty-One day's notice at the least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by Fourteen day's notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of such business, and shall be given in manner hereinafter mentioned, to the Auditors of the Company if appointed and to such Members of the Company as are under the provisions of these Articles entitled to receive notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to be duly called with the consent of all Members having the right to attend and vote thereat or such proportion of them as is prescribed by law in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those Members may think fit.
12. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member or other person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting, with the exception of the consideration of accounts and balance sheet, and the reports of the Board and of the Auditors of the Company if appointed, the election of the Members of the Board and the fixing of the remuneration (if any) of the Auditors, if appointed.
14. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided two Members present in person or their nominee or deputy shall be a quorum.
15. If within half an hour from the time appointed for the holding 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 to such other place and at such other day and time as the Chairman shall appoint, 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.
16. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

17. The Chairman of the Board of Management shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some Member of the Council, or if no such Member be present or if all the Members of the Council present decline to take the Chair, some other Member of the Company who shall be present, to preside.
18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three Members present in person. 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 thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may before the poll is taken be withdrawn. 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.
19. 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.
20. No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
21. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
22. 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.

VOTES OF MEMBERS

23. Subject as herein provided by Article 24 every Member shall have one vote.
24. Save as herein expressly provided no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership shall be entitled to vote on any questions.

BOARD OF MANAGEMENT

25. All Members of the Board shall be elected at every Annual General Meeting and shall hold office until the next Annual General Meeting when they shall retire but be eligible for re-election.

26. The Board may from time to time and at any time appoint any Member of the Company to fill a casual vacancy. Any Member so appointed shall retain office only until the next Annual General Meeting, but he shall then be eligible for re-election.
27. No person not already being an officer or a Member of the Board retiring at the meeting shall unless recommended by the Board for election be eligible for election as an officer or to membership of the Board at any Annual General Meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Company or to the Secretary (if any) notice in writing by some Member duly qualified to be present 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 the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four intervening days.
28. In addition and without prejudice to the provisions of Section 303 of the Act the Company may by Extraordinary Resolution remove any Member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead; but any person so appointed shall hold office on the same terms as the member of the Board who has been removed.
29. If any Member of the Board, or of any Committee of the Board, shall be absent from Board or Committee Meetings for a period of six months or from four consecutive meetings whichever shall be the shorter period, without the consent of the Board, the Board may thereupon resolve that his membership of the Board or such Committee (as the case may be) has ceased, and fill up the vacancy.
30. The maximum number and minimum number respectively of The Board may be determined from time to time by Ordinary Resolution. Subject to and in default of any such determination there shall be no maximum number of The Board and the minimum number of The Board shall be one. No person who is not a Member of the Company shall in any circumstances be eligible to be an officer or to hold office as a Member of the Board.
31. The Company may from time to time in General Meeting increase or reduce the number of Members of the Board and may make the appointments necessary for effecting any such increase.
32. The office of a Member of the Board shall be vacated:-
 - a. if a Receiving Order is made against him or he makes any arrangement or composition with his creditors.
 - b. if he becomes incapable by reason of mental disorder of managing and administering his property and affairs.
 - c. if the Body Corporate or unincorporate of which he is the representative ceases to be a Member of the Company.
 - d. if by notice in writing to the Company he resigns his office.
 - e. if he ceases to hold office by virtue of any provisions of the Companies Act 1985.

33. The first Members of the Board and the first officers of the Company shall be those named in the Statement of first Directors and Secretary (Form 10).

POWERS OF THE BOARD

34. The business of the Company shall be managed by the Board who may pay all such expenses of, preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit any may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting subject nevertheless, to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Company 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.
35. 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 presents it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company filling up vacancies in the Board their body or of summoning a General Meeting but not for any other purpose.

PROCEEDINGS OF THE BOARD

36. Subject to the provisions of the Articles the Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined two directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
37. A Member of the Board may and on the request of a Member of the Board, the Secretary shall at any time summon a meeting of the Board by notice served upon the several Members of the Board. A Member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
38. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside then one of the Vice Chairman if present shall be Chairman or failing that the Members of the Board present shall choose one of their number to be a Chairman of the meeting.
41. A meeting of the Members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities powers and discretions conferred by or under the Articles for the time being vested in the Board generally.

42. Provided that all acts and proceedings of such committees shall be reported back to the Board, the Board may delegate any of their powers to committees consisting of such Member or Members of the Board as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. Such Committee shall have the power to co-opt members of the Company, who shall count for quorum and be entitled to vote, and to invite and accept the service of other individuals in an advisory capacity.
43. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
44. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Board and of Committees thereof, and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
45. A resolution in writing signed by all the Members for the time being of the Board or of any Committee thereof who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

THE SEAL

46. The Directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Regulation 101 of Table A shall not apply.

ACCOUNTS

47. The Board shall in conformity with the requirements of Section 221 of the Act cause proper books of account to be kept with respect to:-
- a. The assets and liabilities of the Company;

- b. The sums of money received and expended by the Company and take matters in respect of which such receipts and expenditure take place;
- c. All sales and purchase of goods by the Company.

The books of account shall be kept at the office, or (subject to Section 222 of the Companies act, 1985) at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Members of the Board and other officers of the Company.

- 48. The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members and officers as aforesaid of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours.
- 49. In respect of each financial year of the Company the Board shall in accordance with the provisions of the Act lay before the Company in General Meeting a profit and loss account and balance sheet for that year. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors (if appointed) and a copy of such account, balance sheet and reports and of any other documents required to accompany the same shall not less than twenty-one clear days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. If Auditors have been appointed their report shall be read before the meeting as required by the Act.
- 50. The Board may from time to time by resolution appoint an Assistant or Deputy Secretary. The provisions of Section 283 and 284 of the Act shall apply and be observed.

AUDIT

- 51. Unless the Company is eligible and has availed itself of the exemption conferred by s249A of the Act at least once in every year the accounts of the Company shall be audited and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

INDEMNITY AND RESPONSIBILITY

- 53. Save and except so far as the provisions and operations of this Article shall be avoided by any provision of the Act, every Member of the Board, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by any contract entered into or act or deed done by him by virtue of his instructions or authority from the Board, or in any way in the

discharge of his duties, including travelling expenses, and no Member of the Board or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board or officer, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to or incurred by the Company, through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune, which shall happen in the execution of the duties of his office or in relation thereto.

NOTICES

54. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.
55. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company. Notices of General Meetings shall also be sent to the Auditor or Auditors of the Company.

RULES OR BYE LAWS

56. The Board shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Byelaws regulate:-
 - (i) the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by Members;
 - (ii) the conduct of Members of the Company in relation to one another, and to the Company and to the Company's servants or agents;
 - (iii) the setting aside of the whole or any part or parts of the Estate at any particular time or times or for a particular purpose or purposes;
 - (iv) the procedure at General Meetings and Meetings of the Board and committees of the Board of the Company in so far as such procedure is not regulated by these Articles;

- (v) and, generally, all such matters as are commonly the subject matter of Company Rules or rules or regulations appropriate to property of a similar nature and type as the Estate.

The Company in General Meeting shall have power to alter or repeal the Rules or Byelaws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Byelaws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

Names and addresses of Subscribers

BOURSE NOMINEES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

BRISTOL LEGAL SERVICES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
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Dated 18 February 2004

Witness to the above signatures:-

MELANIE ANNE RUSSELL
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
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