

THE
FALKLAND ISLANDS CO. LTD.
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CHARTER & C.

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Charter of Incorporation

OF THE

FALKLAND ISLANDS COMPANY,
LIMITED.

Dated 23rd DECEMBER, 1851.

Charter of Incorporation.



Victoria, by the Grace of God of the United Kingdom of Great Britain and Ireland Queen Defender of the Faith To ALL TO WHOM THESE PRESENTS SHALL COME GREETING WHEREAS it hath been represented unto us that by an Indenture bearing date on or about the 9th day of January 1850 and made or expressed to be made between ourselves of the one part and Samuel Fisher Lafone of Monte Video in South America Merchant of the other part after reciting as therein mentioned that certain agreements had been before entered into between ourselves and the said Samuel Fisher Lafone as to purchase of the lands thereafter mentioned and in respect to the supply of Cattle to the Governor of the Falkland Islands and that it had been agreed that the obligations of the said Samuel Fisher Lafone under such agreements should be considered as vacated and abandoned but without prejudice to the rights acquired under the said agreements or any of them by the said Samuel Fisher Lafone over the land cattle or other property in such agreements respectively mentioned it is witnessed that it was mutually agreed as follow — 1st. That we should sell and the said Samuel Fisher Lafone should purchase all that peninsular or tract of land part of the Island of the East Falkland whatever might be its extent therein particularly described and also all the Islands in Choiseul Sound and all other Islands adjacent to the coast of the Peninsular or tract therein above described and also Beauchene Island and also one town allotment containing half an acre and one suburban allotment containing 25 acres in the principal town in our seat of Government in the Falkland Islands subject nevertheless as to all the said hereditaments to the provisoes and restrictions thereafter contained. 2ndly. That up to the 1st day of January 1856 the said Samuel Fisher Lafone should have the absolute right to and exclusive dominion over all the wild horses horned cattle sheep goats and swine upon the Falkland Islands or any of them with full power to kill and dispose thereof but subject to the restrictions therein contained. That at the expiration of the said period such right of exclusive dominion as aforesaid should determine except as to such stock as should be on the lands by the said Indenture now in recital agreed to be sold or other lands in possession of the said Samuel Fisher Lafone such last-

Recital of
agreement
between the
Crown and
Mr. Samuel
F. Lafone.
9th January,
1850.

mentioned stock to be the absolute property of the said Samuel Fisher Lafone. 3rdly. To pay the sum of £20,000 in addition to the sum of £10,000 then paid as therein mentioned to us viz. the sum of £2,000 on the 1st day of January 1852 and £2,000 on the 1st day of January in every year thereafter without interest on the unpaid part thereof and subject to rebate on payment of any instalment before the same was due as therein mentioned and that upon payment thereof we should at the expence of the said Samuel Fisher Lafone make a proper grant and conveyance of all our interest in the said premises but subject to avoidance on non-fulfilment of the said contract by the said Samuel Fisher Lafone as aftermentioned. 4thly. That the said Samuel Fisher Lafone should supply to the Governor of the Islands free of charge the stock mentioned in the first part of the schedule to the said Indenture now in recital annexed and at the times therein expressed. 5thly. That up to the 1st day of January 1856 the said Samuel Fisher Lafone should supply the Governor of the said Islands with all such horned cattle as he should in writing require for consumption within the said Islands and with such killed and prepared beef as therein is mentioned and that until the said 1st day of January 1856 the said Samuel Fisher Lafone should have the exclusive right of supplying the Government of the said Falkland Islands, with all the beef as therein is mentioned. 7thly. That at least once during each of one of the said six years the said Samuel Fisher Lafone should prove to the satisfaction of the Governor of the said Islands such satisfaction to be signified in writing by the exhibition of such cattle and sheep at the establishment at which they might be that there were upon the said Island of East Falkland the number of horned cattle and sheep mentioned in the second part of the Schedule to the said Indenture now in recital annexed. And that at the expiration of fifteen years from the 1st day of January 1850 the said Samuel Fisher Lafone should also prove that there should be on the same Island 20,000 horned cattle horses mares and geldings collectively and it was further provided as therein mentioned that it should be lawful for us either before or after such grant as aforesaid should have been made and without making any compensation in respect of the said town and suburban allotment to reserve the possession of any part of the said lands for the erection of works of public utility convenience or defence as therein is mentioned. And it was further provided by the said Indenture now in recital that in case default should be made by the said Samuel Fisher Lafone in payment of the moneys or in the performance of the stipulations thereinbefore contained it should be lawful for us as therein mentioned to avoid the said agreement now in recital and that upon such avoidance all moneys paid and all cattle and meat delivered should be absolutely forfeited and the price thereof not allowed for.

AND WHEREAS it hath been further represented unto us that by an Indenture bearing date on or about the 15th day of March 1850 and made or expressed to be made between William Henry Moore of the one part and Alexander Ross Lafone Merchant of the other part after reciting amongst other things that the said William Henry Moore by grant from the Crown or otherwise was well and sufficiently seized in fee and possessed of all that half acre town lot in the town of Stanley in the Falkland Islands numbered 4 in the ground map thereof together with the house erected thereon and with a portion of the town lot numbered 3 adjoining thereto as thereafter more particularly mentioned and that being so seized the said William Henry Moore conveyed the same to the said Alexander Ross Lafone as therein mentioned subject to the charge by way of mortgage as therein is mentioned.

Recital of purchase of House and Land from Mr. Moore. 15th March, 1850.

AND WHEREAS it hath been further represented unto us that by an Indenture bearing date, on or about the 27th day of August 1851 and made or expressed to be made between Ourselves of the one part and the said Samuel Fisher Lafone of the other part after reciting that We and Samuel Fisher Lafone had entered into certain agreements respecting the purchase of land in the Falkland Islands by the said Samuel Fisher Lafone and reciting that doubts had been entertained respecting the meaning of certain portions of the said recited Indenture of the 9th day of January 1850. It is witnessed and We and the said Samuel Fisher Lafone did thereby declare and agree with the other of Us that nothing in the said Indenture of the 9th day of January 1850 or in any former agreement between Ourselves and the said Samuel Fisher Lafone should be understood to interfere with or abridge our right to sell the waste lands of the Crown within the said Island or to reserve any portion of the said lands for public purposes during the currency of the said agreements or any of them saving and except the lands specified in the first clause of the said Indenture of the ninth day of January one thousand eight hundred and fifty and thereby agreed subject to the reservations therein contained to be sold by Us to the said Samuel Fisher Lafone.

Recital of supplementary Contract with the Crown. 27th August, 1851.

AND WHEREAS it hath been further represented unto Us that the several persons hereinafter named and others have united together to form a Company under the name of the Falkland Islands Company for the purposes of purchasing the benefit of the said recited contract of the ninth day of January one thousand eight hundred and fifty as the same is explained by the said Indenture last recited and also the said lands and hereditaments situated in the Falkland Islands belonging to the said Alexander Ross Lafone as aforesaid of subduing and breeding from the stock of wild cattle and other animals on the said

Recital of intention to form Company.

For the purchase of the said Contract,

and for other purposes.

Islands of establishing whale seal and other fisheries and exporting and trading in the general products of the said Islands and the coasts thereof and of importing such articles as may be required for the furtherance of any of the purposes aforesaid and doing all matters incidental to such trading and of entering into any contracts with us or our Government or other persons or bodies on our behalf for the performance of any works or duties and that the said persons propose to raise a capital of £100,000 sterling to be divided into one thousand shares of £100 each for the purpose of carrying on the business of the said undertaking and incidental thereto and have humbly besought us to grant to them and the other subscribers of such capital our Charter of Incorporation which we are minded to do on the conditions hereinafter mentioned.

Incorporation

Now KNOW YE that as well upon the prayer of the said persons and others as also of our special grace certain knowledge and mere motion. We have given granted made ordained constituted declared and appointed and by these presents for us our heirs and successors do give grant make ordain constitute declare and appoint that William Boucher of Charlotte Row in the City of London Merchant John Hackblock of Rood Lane in the City of London Merchant and Samuel Fisher Lafone, of Monte Video, Merchant, together with such and so many other person or persons bodies politic or corporate as have become or from time to time hereafter shall become members of the said Copartnership or Company so agreed to be formed and shall hold a share or shares therein of not less than £100 each shall be one body politic and corporate in deed and in name by the name of The Falkland Islands Company for the purposes hereinafter mentioned or referred to and by that name shall and may sue and be sued implead and be impleaded in all courts whether at law or equity as well in our United Kingdom of Great Britain and Ireland as in our Colonial Possessions or elsewhere and shall have perpetual succession with a common seal which may be by them changed and varied at their pleasure but subject to the directions and provisions in this our Royal Charter contained.

Purposes for which established.

AND WE DO DECLARE that the said Corporation shall be established for the purposes of purchasing the benefit of the said contract and other the purposes hereinbefore mentioned.

Board of Directors to enter into Contracts,

AND WE DO FURTHER DECLARE AND ORDAIN that the Board of Directors of the said Company to be constituted and provided by the Deed hereinafter directed to be executed shall have full power and authority to enter into all contracts on behalf of the said Company and to make and execute all purchases sales assurances and other acts to which the corporate seal shall be required to be affixed. And

generally to do all acts which they shall consider necessary for the well ordering the affairs of the said Company and to execute all the powers in relation to the said Company and to bind the said Company as if the same were done by the assent of the whole body so as the same be done in conformity with the provisions of these presents and of the Deed hereinafter mentioned or any supplemental deed to be made in pursuance of the provisions thereof.

and to execute
all powers.

AND WE FURTHER WILL AND ORDAIN that the said Board of Directors shall have power to order and dispose of the custody of their common seal.

To have
Custody of
Common Seal.

AND WE DO FURTHER ORDAIN AND DECLARE that it shall be lawful for the said Corporation notwithstanding the statutes of mortmain or any other statute or law to the contrary thereof to purchase take hold and enjoy to them and their successors as well in the United Kingdom as in our Colonial possessions and other places beyond the seas such lands wharfs docks houses offices buildings lands and particularly those portions of the said Falkland Islands which have been purchased for or by the said Samuel Fisher Lafone and the said Alexander Ross Lafone and all other hereditaments which shall from time to time be thought necessary or proper for the purpose of managing conducting and carrying on the affairs concerns and business of the said Corporation but not for any other purposes and to sell convey and dispose of the same when not wanted for the purposes of their said business. And we do hereby grant unto all and every person and persons and bodies politic or corporate who are or shall be otherwise competent our special licence and authority to grant sell demise assign alien and convey in mortmain unto and to the use of the said Corporation and their successors any such wharfs docks houses offices buildings lands and other hereditaments and property whatsoever as aforesaid accordingly hereby declaring but so as no lands or hereditaments shall be purchased by the said Company in Great Britain or Ireland of an annual value exceeding £2,000.

License to
purchase in
Mortmain,

but not to
exceed in
Great Britain
the annual
value of
£2,000.

AND WE DO HEREBY DIRECT that the said William Boucher John Hackblock and Samuel Fisher Lafone and all other the members for the time being of the said Company shall within one year from the date of these presents enter into and execute a proper Deed of Copartnership and Settlement whereby the capital of the said Company shall be divided into the aforesaid number of shares to be numbered in regular succession beginning from number one upwards whereby all the members for the time being of the said Company shall enter into proper covenants for the payment of such portion of the said capital as shall remain unpaid for the time being and as and when

Deed of
Settlement to
be executed.

Provisions to
be contained
in such Deed.

the same shall be called for by the Directors having the management of the affairs of the said Company and whereby provision shall be made for the registration of the names of all the members of the Company from time to time in proper books to be provided for that purpose and for the management of the affairs of the said Company by a Board of Directors to be elected by the shareholders in General Meeting assembled and wherein shall also be inserted all such other clauses and provisions as may be usual and expedient in the like cases. And that in such Deed shall be contained a provision for the producing at the ordinary meetings of the said Company a true and correct balance sheet such as is usual in mercantile accounts with a provision for the dissolution of the said Company as and when it shall appear in the opinion of the auditors or of the Directors of the Company or of any General Meeting of the Company that three-fourth parts of the subscribed Capital or Joint Stock of the said Company shall have been lost in the course of trade or otherwise and for winding up the affairs of the said Company. And also for the furnishing annually to the President of the Committee of our Privy Council appointed for the consideration of all matters relating to trade and foreign plantations commonly and hereinafter called the Board of Trade or otherwise as may be directed copies of such balance sheet and also such other accounts as may from time to time be required by the President of the Board of Trade.

Such Deed of Settlement to be prepared to the satisfaction of the President of the Board of Trade.

AND WE DO HEREBY FURTHER DIRECT that such Deed of Settlement shall be prepared to the satisfaction of the President of the Board of Trade and that a copy of such Deed shall within the aforesaid period of one year be lodged with the said Board of Trade and that a certificate to that effect to be endorsed on this our Royal Charter and on the said Deed under the hand of one of the Secretaries of the said Board of Trade or under the hand of such other person as shall be empowered in that behalf by the President of the said Board of Trade for the time being shall be conclusive evidence that the said Deed of Settlement has been duly prepared and a copy thereof deposited in accordance with our directions in that behalf above contained but such certificate shall not be given until it shall be made to appear that all the Directors for the time being and at least two-thirds of the number of the members for the time being of the said Company have executed the same.

The regulations in such Deed, or in any Bye Laws in pursuance thereof, to be the existing regulations of the Company.

AND WE DO HEREBY FURTHER DECLARE that the several regulations to be contained in the said Deed or to be contained in any bye laws to be made in pursuance thereof or in any supplemental Deed to be made in pursuance of such first-mentioned Deed shall be taken to be the existing regulations of the said Company except so far as the same may be altered or varied by or may be repugnant to the provisions of

this our Royal Charter or the laws of our realm or of any of our Colonial possessions or dependencies where the operations of the said Company may be carried on.

AND WE DO HEREBY FURTHER DIRECT that no bye law that may be made altering or repealing any provision in such first mentioned Deed or of any such supplemental Deed as aforesaid shall have any force or effect until the same shall have been approved by the President of the said Board of Trade and notice of such approval shall have been given under his hand or under the hand of one of the Secretaries or Assistant Secretaries of the said Board of Trade as aforesaid.

No alterations to have effect until approved by Board of Trade.

AND WE DO HEREBY FURTHER DIRECT that the said Company shall not begin business until the said Deed shall have been approved of as aforesaid and it shall have been certified to the President of the Board of Trade by three or more of the Directors of the said Company that at least one-half of the capital of the said Company before mentioned has been subscribed for and that at least one-sixth of the said capital has been paid up such certificate of the said Directors to be indorsed on this our Royal Charter and to be sufficient evidence for the purpose of the aforesaid provision in that behalf.

Company not to begin business until Deed approved, and one half of capital subscribed and one sixth paid up.

AND WE DO HEREBY FURTHER DECLARE that it shall be lawful for the said Company by a resolution or resolutions of the shareholders in General Meeting assembled according to provisions to be in that behalf contained in such Deed of Settlement as aforesaid and with the consent of a majority of the said Directors either at one time or from time to time to determine that the capital of the said Company shall be increased to the sum of £250,000 or any less sum and likewise but with the consent in writing of the said President of the Board of Trade first had and obtained to such further sum or sums as may from time to time be determined on.

Power to increase Capital.

AND WE DO HEREBY FURTHER DECLARE that it shall be lawful for the said Company by a resolution or resolutions of the shareholders in General Meeting assembled according to the provisions in that behalf to be contained in such Deed of Settlement as aforesaid either at one time or from time to time so long as the capital of the said Company does not exceed the sum of £100,000 to determine to borrow any sum or sums of money not exceeding £25,000 and in case the said capital shall be increased under the authority hereinbefore contained to borrow for every additional capital of £30,000 subscribed for a further sum of £5,000 but so that in no case shall the total principal amount borrowed exceed the sum of £50,000 and so as at no time shall there be owing in respect of any such moneys to be borrowed a principal sum exceeding the sum actually borrowed.

Power to borrow, not exceeding £50,000.

Proviso, that if directions herein contained are not complied with, the Charter to be void.

PROVIDED ALWAYS AND WE DO HEREBY WILL AND DECLARE that in case the said Company shall fail to enter into and execute such Deed of Settlement as aforesaid and to deposit a copy thereof within the period before limited in that behalf and subject as aforesaid or in case the said Company shall not comply with any other the directions and conditions in these our Letters Patent contained or shall not abide by and perform all and singular the provisions and agreements in the said recited Contract of the 9th day of January 1850 contained and as the same were explained by the said recited Indenture this our Royal Charter and every clause matter and thing herein contained shall become null and void.

Power for the Crown, after the expiration of fifty years, to revoke or alter.

PROVIDED ALSO that notwithstanding anything herein contained it shall be lawful for us our heirs and successors under our Great Seal at any period after the expiration of fifty years from the date of these presents to revoke and make void this our Royal Charter and every clause matter and thing herein contained or to add such modifications conditions or provisions thereto as we our heirs and successors shall think fit.

That if Company be dissolved, the Charter be void.

AND WE DO HEREBY DECLARE that when the said partnership shall have been dissolved in pursuance of the provisions of the said Deed or any supplemental Deed or of the provisions hereinbefore contained and the affairs of the Company shall have been completely wound up and its debts and obligations fully discharged this our Royal Charter shall be absolutely void.

Deed to be inrolled within six months.

AND WE DO HEREBY DIRECT that the aforesaid Deed so directed to be prepared shall within six calendar months from the date thereof be inrolled in our High Court of Chancery and that any supplemental Deed shall be inrolled in a like manner within six calendar months from the date thereof and any bye laws to be made by the said Company shall be from time to time inrolled in like manner within six calendar months from the making thereof respectively.

also Bye Laws

AND WE FOR OURSELVES our heirs and successors do grant and declare that these our Letters Patent or the enrolment thereof shall be in all things valid and effectual in the law according to the true intent and meaning of the same and shall be so recognized by all our Courts and Judges in our United Kingdom of Great Britain and Ireland and in all our Colonial possessions and dependencies and elsewhere and by the Governors Consuls and all other officers in any of the Colonies Territories Dominions or dependencies belonging to us our heirs or successors or upon the high seas or elsewhere and all other officers persons and bodies politic or corporate whom it doth shall or may

concern. And that the same shall be taken construed and adjudged in the most favourable and beneficial sense and for the best advantage of the said Corporation as well as in our several Courts of Record in our United Kingdom of Great Britain and Ireland or elsewhere notwithstanding any non-recital mis-recital uncertainty or imperfection in these our Letters Patent.

AND LASTLY WE DO HEREBY REQUIRE AND ENJOIN all Governors Consuls and other officers and persons for the time being in our Colonial possessions or elsewhere whom it may concern to give full force and effect to these our Letters Patent and to be in all things aiding and abetting to the said Company and their successors.

IN WITNESS whereof we have caused these our Letters to be made Patent.—Witness Ourselves at our Palace at Westminster, the 23rd day of December, in the Fifteenth of our reign.

EDMUNDS.

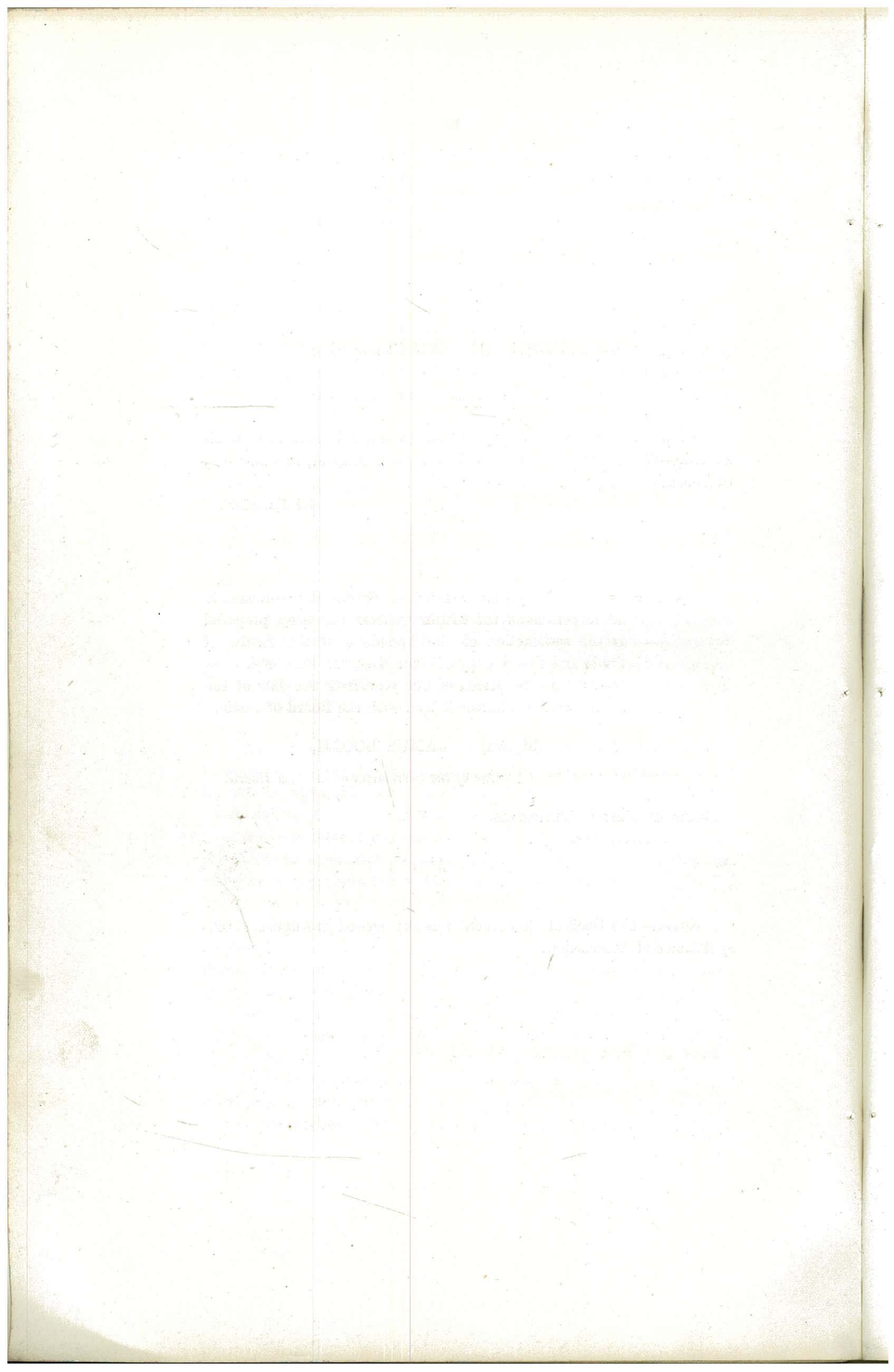
I do hereby certify that a Deed of Settlement pursuant to the directions of the within Charter has been prepared to the satisfaction of the President of the Board of Trade and that a copy of such Deed of Settlement has been within the period of one year from the date of the within-written Charter lodged with the Board of Trade.

(Signed) JAMES BOOTH,

One of the Secretaries of the said Board.

BOARD OF TRADE, WHITEHALL,
March, 1852.

NOTE.—The Deed of Settlement was superseded in August, 1902, by Articles of Association.



No. 74,300.

Certificate of Incorporation.

I hereby Certify that "THE FALKLAND ISLANDS COMPANY, LIMITED" (constituted by Royal Charter dated the 23rd day of December 1851, and a Deed of Settlement dated the 10th day of January 1852), is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is Limited.

Given under my hand, at London, this 9th day of July,
One thousand nine hundred and two.

JAMES BARBER,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £0 5s. 0d.

Stamp Duty on Capital, £

The Falkland Islands Company, Limited.

Special Resolutions

Passed 21st July, 1902.

Confirmed 7th August, 1902.

At an Extraordinary General Meeting of the FALKLAND ISLANDS COMPANY, LIMITED, duly convened and held on the 21st day of July, 1902, the subjoined Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Company, duly convened and held on the 7th day of August, 1902, the subjoined Special Resolutions were duly confirmed:—

RESOLUTIONS.

(1.) Any new Capital created by the Company may, subject to the sanction of the Company in General Meeting, be issued in shares of such nominal amount not being less than £10 per Share, and with or without any preference or priority in the payment of Dividends or the distribution of assets or otherwise over any other Shares for the time being in the Capital of the Company, and subject to such restrictions (if any) with respect to voting as the Company in General Meeting may impose.

(2.) The Company may, by a Special Resolution, sub-divide its Shares or any of them into shares of smaller amount, and may by such Resolution determine that as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have any and what preference over the others or other.

The Falkland Islands Company, Limited.

Resolution

Passed 7th August, 1902.

At an Extraordinary General Meeting of the FALKLAND ISLANDS COMPANY, LIMITED, duly convened and held on the 7th day of August, 1902, the subjoined Resolution was duly passed:—

RESOLUTION.

That the Capital of the Company be increased to £160,000 by the creation of 5,000 new Shares of £10 each, and that the Board be and they are hereby authorised to issue not exceeding £40,000 of such Shares as Preference Shares, entitling the holders thereof in priority to any other payment of Dividend to a Cumulative Preferential Dividend of 5% per annum, after which such holders shall not be entitled in respect thereof to any further participation in the profits of the Company, and also entitling the holders thereof in the event of the winding up of the Company to receive in full, out of the assets of the Company, the amounts credited as paid up on such Shares, together with any arrears of Dividend due thereon at the date of the winding up, in priority to any claims by the holders of Ordinary Shares, but not conferring any further claim upon the assets. But any Preference Shares so issued shall be issued on the condition that no right of voting at General Meetings of the Company shall be conferred thereby.

The Falkland Islands Company, Limited.

Special Resolutions

Passed 7th August, 1902.

Confirmed 25th August, 1902.

At an Extraordinary General Meeting of the FALKLAND ISLANDS COMPANY, LIMITED, duly convened and held on the 7th day of August, 1902, the subjoined Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Company, duly convened and held on the 25th day of August, 1902, the subjoined Special Resolutions were duly confirmed:—

RESOLUTIONS.

(1) "That each of the existing £100 Shares in the Capital of the Company be divided into 10 fully paid up £10 Shares."

(2) "That the regulations contained in the printed document submitted to the meeting, and for the purposes of identification subscribed by the Chairman thereof, be, and the same are hereby approved, and that such regulations be, and they are hereby adopted as the regulations of the Company to the exclusion of the existing regulations thereof."

THE FALKLAND ISLANDS COMPANY, LIMITED.

Special Resolutions.

Passed 12th January, 1903.

Confirmed 27th January, 1903.

At an EXTRAORDINARY GENERAL MEETING of THE FALKLAND ISLANDS COMPANY, LIMITED, duly convened and held at the Company's Offices, 61, Gracechurch Street, London, E.C., on the 12th day of January, 1903, the subjoined Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Company, also duly convened and held at the same place on the 27th day of January, 1903, the subjoined Special Resolutions were duly confirmed.

SPECIAL RESOLUTIONS.

- (1) That the following Article be and is hereby substituted for the 101st Article of Association of the Company, which is hereby cancelled:—

New Article substituted by Special Resolution passed 12th January, 1903, confirmed 27th January, 1903.

101. When in the opinion of the Board the position of the Company so permits, it shall be lawful for the Board without any previous sanction of the Company in General Meeting to declare and pay to the holders of Preference Shares a preferential dividend half-yearly or otherwise in accordance with the terms upon which such shares shall have been issued, and also to pay interim dividends to the holders of Ordinary Shares on account of the dividend for the then current year.

- (2) That the following Article be inserted in the Articles of Association immediately after the 104th Article of Association:—

Article 104a added by Special Resolution passed 12th January, 1903, confirmed 27th January, 1903.

104a. Unless written instructions shall have been given to the contrary, any dividend or bonus may be paid by cheque or warrant, which may be sent by ordinary post to the registered address of the holder of the Share in respect of which such payment is made, or in case of joint holders to the registered address of the holder whose name stands first on the Share Register in respect of such joint holding, and the Company shall not be bound to transmit any dividend to any Shareholder except in manner aforesaid. Every cheque or warrant so sent shall be made payable to order of the person to whom it is addressed, and the Company shall not be responsible for any loss which may arise in consequence of giving effect to this Article.

The Falkland Islands Company, Ltd.

Special Resolution.

Passed 15th June, 1903. Confirmed 13th July, 1903.

At an EXTRAORDINARY GENERAL MEETING of the FALKLAND ISLANDS COMPANY, LIMITED, duly convened and held at the Company's Offices, 61, Gracechurch Street, London, E.C., on the 15th day of June, 1903, the subjoined resolution was duly passed, and at a subsequent Extraordinary General Meeting of the Company duly convened and held on the 13th day of July, 1903, the subjoined resolution was duly confirmed:—

SPECIAL RESOLUTION.

“ Resolved that, notwithstanding anything contained
“ in the Charter of Incorporation of the Company and
“ subject to this Resolution being sanctioned by the
“ Board of Trade, the Company be and it is hereby
“ authorized and empowered to borrow or raise or secure
“ the payment of any sum or sums of money, provided
“ that the total principal amount borrowed and owing
“ at any one time shall not exceed the sum of £55,000.”

THE FALKLAND ISLANDS COMPANY, LIMITED.

Special Resolution

Passed 25th October, 1920.

Confirmed 15th November, 1920.

Filed 16th November, 1920.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 61, GRACECHURCH STREET, in the City of London, on the 25th day of OCTOBER, 1920, the subjoined Special Resolution was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the same place on the 15th day of NOVEMBER, 1920, the said Special Resolution was duly confirmed:—

RESOLUTION.

“That notwithstanding anything contained in the Charter of Incorporation of the Company and in the Special Resolution passed by the Company on 15th June, 1903, and confirmed on 13th July, 1903, and subject to this Resolution being sanctioned by the Board of Trade the total principal amount which the Company may borrow and which may be owing at any one time be increased to £200,000, and the Directors are hereby authorised and empowered to borrow or raise and secure the payment of any sum or sums of money not exceeding the said aggregate principal sum of £200,000 in such manner and at such time or times as they shall think fit.”

THE FALKLAND ISLANDS COMPANY, LIMITED.

Special Resolutions

Passed 8th April 1920.

Confirmed 23rd April 1920.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 61, GRACECHURCH STREET, in the City of London, on the 8th day of April 1920, the subjoined Special Resolutions were duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the same place on the 23rd day of April 1920, the said Special Resolutions were duly confirmed:—

RESOLUTIONS.

1. "That the Articles of Association of the Company be altered by inserting the following new Article after Article 101:—

"101A. The Company in General Meeting may at any time and from time to time determine that it is desirable to capitalise the whole or any portion of any profits of the Company for the time being undistributed, whether carried to Suspense or Reserve Fund or not, and accordingly that the Directors be authorised and directed to appropriate and apply any such sum in paying up in full unissued shares of the Company of a nominal amount equal thereto, and to allot and distribute such shares credited as fully paid up and ranking for dividend as from such date as the meeting may determine to and amongst the members of the Company for the time being in such manner and proportions as the Resolution may determine, and in default of and subject to any such determination to and amongst the holders of all the issued Ordinary shares in the capital of the Company for the time being in proportion to the number of such shares held by them respectively. Whenever and as often as any such Resolution as aforesaid shall have been passed, the Directors may and shall appropriate and apply the sum resolved to be capitalised in paying up in full unissued shares of the Company of a nominal amount equal thereto, and shall allot and issue such shares credited as fully paid up in the manner and proportions aforesaid, with full power to make such provisions for the case of shares becoming distributable in fractions by the issue of fractional certificates or payment in cash, or by the issue of shares to Trustees on trust for sale and distribution of the proceeds, or otherwise as they may think fit, and prior to such allotment the Directors may authorise any person to enter on behalf of all the persons entitled to the shares to be allotted into an Agreement with the Company, providing for the allotment of such shares to them respectively credited as fully paid, and any agreement made under such authority shall be effective and binding on all the persons so entitled."

2. "That each of the Ordinary shares of £10 each be sub-divided into 10 shares of £1 each."

THE FALKLAND ISLANDS COMPANY, LIMITED.

At a MEETING of the Company held on the 23rd April, 1920,
the following RESOLUTIONS were duly passed :—

(1) That the Balance Sheet which has been submitted to this Meeting, and for the purpose of identification has been signed by the Chairman, and the valuation of the Assets of the Company therein contained be and the same are hereby approved and confirmed.

(2) That subject to the consent in writing of the President of the Board of Trade being obtained, the Capital of the Company be increased to £400,000 by the creation of 240,000 New Ordinary Shares of £1 each.

(3) That it is desirable to capitalise the sum of £165,000, being undivided profits of the Company standing to the credit of Special Reserve in the Balance Sheet, and accordingly that the Directors be and they are hereby authorised and directed to appropriate and apply such sum in paying up in full 165,000 unissued Ordinary Shares of £1 each in the Capital of the Company, and to allot and distribute to and amongst the holders of the issued Ordinary Shares of the Company whose names appear in the Register of Members on the 23rd day of April, 1920, rateably in proportion to the number of Ordinary Shares held by them respectively, such new Shares credited as fully paid up and entitled to receive in respect of the profits for the year ending 31st December, 1919, dividend at the same rate per cent. as may be declared as final dividend upon the £110,000 original Ordinary Share Capital.

The Falkland Islands Company, LIMITED.

Special Resolution

Passed 16th June, 1937.

At AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 61, Gracechurch Street, in the City of London, on the 16th day of June, 1937, the following **SPECIAL RESOLUTION** was duly passed:—

That the Articles of Association of the Company be altered in manner following:—

- (A) By deleting from Article 68 the words “together with a notice in writing by himself of his willingness to be elected.”
- (B) By deleting from Article 81 (A) the full-stop and adding at the end thereof “a Manager or Secretary.”

Recd as Ltd Coy
9 July 1902

Articles of Association

OF THE

WAIKLAND ISLANDS COMPANY, LIMITED.

The following shall be the regulations of the Company and shall be substituted for the regulations contained in the Company's Charter of Settlement dated the 10th of January, 1852:—

PRELIMINARY.

1. The regulations contained in Table "A" of the First Schedule to "the Companies' Act, 1862," shall not apply to this Company.
2. In the construction of these Articles the following words shall have the respective meanings hereby assigned to them, unless the context requires something in the context inconsistent therewith.
 - (a) Words denoting the singular number only shall include the plural number also, and *vice versa*.
 - (b) Words denoting the masculine gender only shall include the feminine gender also.
 - (c) Words denoting persons only shall include corporations.
 - (d) "Special Resolution" and "Extraordinary Resolution" shall have the meanings assigned thereto respectively by the Companies' Act 1862 (Sections 51 and 129).
 - (e) "Month" shall mean a calendar month.
 - (f) "Board" shall mean the Directors from time to time of the Company, or as the case may be a meeting of the Directors duly called and constituted.

CAPITAL.

3. The Capital of the Company is £160,000, divided into 16,000 shares of £10 each, of which shares to the nominal amount of £110,000 have been already issued and are credited as fully paid-up. The remaining shares to the nominal amount of £50,000, or any part thereof may without any further consent on the part of the Company be issued by the Board as preference shares, having the rights hereinafter set forth. The said unissued shares and any new shares created or any increase of capital shall in the first instance be offered to the existing members of the Company in proportion as nearly as may be to their respective holdings.

4. Any of the said shares which may be issued by the Board as preference shares shall entitle the holders thereof in priority to any other payment of dividend to a cumulative preferential dividend of 5 per cent per annum on the amount for the time being paid up on such shares, after which the holders of the said preference shares shall not in respect thereof be entitled to any further participation in the profits of the Company. In the event of the winding up of the Company, the holders of the said preference shares shall be entitled to receive in full, out of the assets of the Company, the amounts credited as paid-up on such shares, together with any arrears of dividend due thereon at the date of the winding-up in priority to the claims of the holders of the ordinary shares to be paid anything in respect of their shares, but the holders of the preference shares shall not be entitled to any further claim upon the assets. The said preference shares shall be issued upon the condition that no right of voting at general meetings of the Company shall be conferred thereby.

5. Subject as herein appears, any shares in the capital of the Company may be allotted or otherwise disposed of, to such persons and for such consideration, and (subject to the priorities, if any, fixed pursuant to these Articles) upon such terms and conditions as the Board may determine, and they may make arrangements on the issue of any shares for a difference between the holders of such shares in the amount of calls to be paid, and the time of payment of such calls.

6. If several persons are registered as joint holders of any share, their liability in respect thereof shall be several as well as joint.

7. The Company shall not be bound by, or be compelled in any way to recognise, even when having notice thereof, any trust or any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, or such other rights in case of transmission thereof as are hereinafter mentioned.

8. The funds of the Company shall not be expended in the purchase of, or lent upon the security of, its own shares.

CERTIFICATES OF SHARES.

9. Every member shall be entitled, without payment, to one certificate under the Common Seal of the Company, in respect of each class of shares held by him, which certificate shall specify the shares held by him and the amount paid-up thereon.

10. The certificate of shares registered in the names of joint holders shall be delivered to the holder whose name stands first on the Register of Members.

11. If a certificate be worn out, destroyed or lost, it may be renewed upon payment of one shilling (or such less sum as the Board may prescribe) upon the production of such evidence of its having been worn out, destroyed or lost, as the Board may consider satisfactory, and upon such indemnity, with or without security, as the Board may require.

CALLS ON SHARES.

12. The Board may from time to time (subject to any terms upon which any shares may have been issued) make such calls as they think fit upon the members in respect of all moneys unpaid on their shares, provided that 21 days' notice at least be given of each call, and that no call shall exceed one-fourth of the nominal amount of a share, or be made payable within two months after the last preceding call was payable. Each member shall be liable to pay the calls so made and any money payable on any share under the terms of allotment thereof, to the persons and at the times and places appointed by the Board.

13. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.

14. If any call payable in respect of any share, or any money payable on any share under the terms of allotment thereof, be not paid on or before the day appointed for payment, the holder or allottee of such share shall be liable to pay interest upon such call or money from such day until it is actually paid at the rate of 10 per cent. per annum, or such less rate as may be fixed by the Board.

15. The Board may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon any of the shares held by him beyond the sums actually called for either as a loan repayable or as a payment in advance of calls, and

such advance, whether repayable or not, shall, until actually repaid, extinguish, so far as it shall extend, the liability existing upon the shares in respect of which it is received. Upon the moneys so received, or upon so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company shall pay interest at such rate as the member advancing the same and the Board may agree upon.

TRANSFER AND TRANSMISSION OF SHARES.

16. The transfer of any share in the Company shall be in writing in the usual common form, and shall be signed by the transferor and transferee. There shall be paid to the Company in respect of the registration of any transfer such fee, not exceeding 2/6, as the Board deem fit.

17. The Board may, without assigning any reason, decline to register any transfer of shares not fully paid up, made to any person not approved by them, or made by any member indebted jointly or alone, or under any liability to the Company, or any transfer of shares, whether fully paid-up or not, made to an infant or a person of unsound mind.

18. The instrument of transfer shall be lodged with the Company accompanied by the certificate of the share comprised therein, and such evidence as the Board may require to prove the title of the transferor, and thereupon and upon payment of the proper fee the transferee shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a member in respect of such share, and the instrument of transfer shall be retained by the Company. The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

19. The executors or administrators of a deceased member, not being a joint holder, and in case of the death of a joint holder, the survivor or survivors shall alone be recognised by the Company as having any title to the shares registered in the name of the deceased member, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

20. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, or otherwise than by transfer, may, subject to the regulations hereinbefore contained, be registered

as a member upon production of the share certificate and such evidence of title as may be required by the Board, or may, subject to the said regulations, instead of being registered himself, transfer such share. There shall be paid to the Company in respect of any registration on transmission such fee, not exceeding $2/6$, as the Board deem fit.

LIEN ON SHARES.

21. The Company shall have a first and paramount lien on all shares not fully paid up, and on the interest and dividends declared or payable in respect thereof, for all moneys due to (including calls made, even though the time appointed for their payment may not have arrived) and liabilities subsisting with the Company from or on the part of the registered holder or any of the registered holders thereof, either alone or jointly with any other person, and may enforce such lien by sale or forfeiture of all or any of the shares on which the same may attach, provided that such forfeiture shall not be made except in the case of a debt or liability, the amount of which shall have been ascertained, and that only so many shares shall be so forfeited as the Auditors of the Company shall certify to be the equivalent at the then market value of such debt or liability.

FORFEITURE AND SURRENDER OF SHARES.

22. If any member fail to pay any call or money payable under the terms of allotment of a share, on the day appointed for payment thereof, the Board may, at any time while the same remains unpaid, serve a notice on him requiring him to pay the same, together with any interest that may have accrued thereon, and any expenses that may have been incurred by the Company, by reason of such non-payment.

23. The notice shall name a further day, not being less than seven days from the service of the notice, on or before which such call or other money, and all interest and expenses that have accrued by reason of such non-payment are to be paid, and the place where payment is to be made (the place so named being either the Registered Office of the Company or some other place at which calls of the Company are usually made payable), and shall state that, in the event of non-payment on or before the day, and at the place appointed, the share in respect of which such payment is due will be liable to be forfeited.

24. If the requisitions of any such notice as aforesaid are not complied with, the share in respect of which such notice has been

given may at any time thereafter, before the payment of all money due thereon with interest and expenses shall have been made, be forfeited by a resolution of the Board to that effect.

25. Any share forfeited shall be deemed to be the property of the Company, and may be held, re-allotted, sold or otherwise disposed of in such manner as the Board think fit, and in case of re-allotment with or without any money paid thereon by the former holder being credited as paid up, but the Board may at any time before any share so forfeited shall have been re-allotted, sold, or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

26. Any member whose shares have been forfeited, shall, notwithstanding such forfeiture, be liable to pay to the Company all calls or other money, interest, and expenses owing in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of 10 per cent. per annum, or at such less rate as may be fixed by the Board.

27. The Board may accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof. Any share so surrendered may be disposed of in the same manner as a forfeited share.

28. In the event of the re-allotment or sale of a forfeited or surrendered share, or the sale of any share to enforce a lien of the Company, a certificate in writing under the Common Seal of the Company that the share has been duly forfeited, surrendered or sold in accordance with the regulations of the Company, shall be sufficient evidence of the facts therein stated as against all persons claiming the share. A certificate of proprietorship shall be delivered to the purchaser or allottee, and he shall be registered in respect thereof, and thereupon he shall be deemed the holder of the share discharged from all calls or other money, interest and expenses due prior to such purchase or allotment, and he shall not be bound to see to the application of the purchase-money or consideration, nor shall his title to the share be affected by any irregularity in the forfeiture, surrender, or sale.

CONVERSION OF SHARES INTO STOCK.

29. The Board may, with the sanction of the Company previously given in general meeting, convert any paid-up shares into stock.

30. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests

therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances admit; but the Board may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be transferable, with power, nevertheless, at their discretion to waive the observance of such rules in any particular case.

31. The stock shall confer on the holders thereof respectively the same rights as would have been conferred by fully-paid shares of equal amount of the class converted in the capital of the Company; but so that none of such rights, except the right to participate in the profits of the Company, shall be conferred by any such amount of stock as would not, if existing in shares of the class converted, have conferred such rights.

CONSOLIDATION AND SUB-DIVISION OF SHARES.

32. The Company may in general meeting consolidate its shares, or any of them, into shares of a larger amount.

33. The Company may by a special resolution sub-divide its shares, or any of them, into shares of a smaller amount, and may by such resolution determine that, as between the holders of the shares resulting from sub-division, one or more of such shares shall have any and what preference over the others or other.

INCREASE AND REDUCTION OF CAPITAL.

34. Subject to such consent of the President of the Board of Trade as may be required by the Company's Charter the Board may, with the sanction of a general meeting of the Company, from time to time increase the capital of the Company by the issue of new shares.

35. Such new shares shall be of such amount, and shall be issued for such consideration, on such terms and conditions, and (subject to the provisions hereinafter contained as to the consent of the holders of any class of shares where such consent is necessary) with such preference or priority as regards dividends, or in the distribution of assets or as to voting or otherwise over other shares of any class, whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends or in the

distribution of assets as the Company in general meeting may direct, and subject to or in default of any such direction, the provisions of these Articles shall apply to the new capital in the same manner in all respects as to the original capital of the Company issued as ordinary shares.

36. The Company may by special resolution reduce its capital by paying off capital, cancelling capital which has been lost or is unrepresented by available assets, reducing the liability on the shares, cancelling shares not taken or agreed to be taken by any person, or otherwise, as may seem expedient, and capital may be paid off upon the footing that it may be called up again, or otherwise.

CONVENING OF GENERAL MEETINGS.

37. General meetings of the Company shall be held once in each year at such time and place as may be prescribed by the Company in general meeting, and if no time or place is so prescribed, on such day and at such time and at such place in London as may be determined upon by the Board.

38. The above-mentioned general meetings shall be called ordinary general meetings; all other meetings shall be called extraordinary meetings.

39. The Board may whenever they think fit convene an extraordinary general meeting.

40. The Board on the requisition of the holders of not less than one-tenth of the issued capital of the Company, upon which all calls or other sums then due have been paid shall forthwith proceed to convene an extraordinary general meeting of the Company. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office of the Company, and may consist of several documents in like form each signed by one or more requisitionists. If the Board do not proceed to cause a meeting to be held within 21 days from the date of the requisition being so deposited, the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Board shall forthwith convene a further extraordinary general meeting for the purpose of considering the resolution, and if thought fit of confirming the same as a special resolution, and if the Board do not convene the meeting within seven days from the date of the

passing of the first resolution, the requisitionists, or a majority of them in value may themselves convene the meeting. Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

41. Seven days' notice of any general meeting (exclusive both of the day on which the notice is served, or deemed to be served, and of the day of the meeting) specifying the day, hour and place of the meeting, shall be given to the members in manner hereinafter mentioned, or in such other manner as may from time to time be prescribed by the Company in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

42. The notice convening an ordinary general meeting shall state the general nature of any business intended to be transacted thereat, other than declaring dividends, electing Directors and Auditors and voting their remuneration, and considering the accounts presented by the Board and the reports of the Board and Auditors. The notice convening an extraordinary general meeting shall state the general nature of the business intended to be transacted thereat. Save as aforesaid, no business shall be transacted at any general meeting other than that comprised in the notice convening the same.

PROCEEDINGS AT GENERAL MEETINGS.

43. Five members personally present shall be a quorum at a general meeting holding in person or by proxy shares or stock amounting in the aggregate in nominal value to £5,000.

44. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of or by 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.

45. At any adjourned meeting the members present and entitled to vote, whatever their number or the amount of shares or stock held by them, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

Quorum

46. The Chairman of the Board, or in his absence the Deputy-Chairman (if any), shall preside as Chairman at every general meeting of the Company.

47. If at any general meeting neither the Chairman nor the Deputy-Chairman be present within 15 minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, and if there be no Director chosen who shall be willing to act, the members present shall choose one of their number to act as Chairman.

48. The Chairman may, with the consent of the meeting, adjourn any general meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

49. Every question submitted to a general meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote, in addition to the vote or votes to which he may be entitled as a member.

50. At any general meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact, and in the case of a resolution requiring any particular majority, that it was passed by the majority required, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

51. A poll may be demanded in writing upon any question (other than the election of a Chairman of a meeting) by not less than five members present in person and entitled to vote.

52. If a poll is demanded it shall be taken in such manner, at such place, and either immediately or at such other time, within 14 days thereafter, as the Chairman shall before the conclusion of the meeting direct, and the result of such poll shall be deemed to be the resolution of the Company in general meeting as at the date of taking the poll.

53. 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 AT GENERAL MEETINGS.

54. Subject to any special terms as to voting upon which any shares may be issued, every member shall on a poll have one vote in respect of every £10 in nominal value of the share capital held by him, but so that no member shall be entitled in the aggregate to more than 200 votes.

55. Votes may be given either personally or by proxy.

56. If any member be of unsound mind he may vote by his committee, *curator bonis*, or other legal curator.

57. If two or more persons be jointly entitled to a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect thereof as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, either personally or by proxy, that one of such persons so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

58. No member shall be entitled to be present or to vote either personally or by proxy at any general meeting or upon any poll, or to exercise any privilege as a member, unless all calls or other money due and payable in respect of any share of which he is the holder have been paid, and no member shall be entitled to vote at any meeting in respect of any share that he has acquired by transfer, unless he has been registered as the holder of the share in respect of which he claims to vote for at least three months previously to the time of holding the meeting at which he proposes to vote.

59. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor be a corporation, under the hand of any Director, Manager or Secretary signing on its behalf, and shall be framed in accordance with the form set forth in Table A, or in such form as the Board may from time to time approve, but the same need not in any case be attested by a witness.

60. No person shall be appointed a proxy who is not a member of the Company or otherwise entitled to vote, provided that where a corporation is the registered holder of shares of the Company the proxy may be any member or officer of such corporation, and such proxy shall, during the continuance of his appointment, be entitled to

attend in person, speak and vote at a meeting in the same way as if he were the holder of the shares in respect of which he may have been appointed proxy.

61. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than two clear days before the day for holding the meeting at which the person named in such instrument proposes to vote.

MEETINGS OF CLASSES OF MEMBERS.

62. The holders of any class of shares may by an extraordinary resolution passed at a meeting of such holders consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority, or of any accrued dividend, or the reduction for any time or permanently of the dividends payable thereon, or to any scheme for the reduction of the Company's capital affecting the class of shares, or in the case of a liquidation of the Company may consent to a distribution of all or any of the assets of the Company amongst the members in specie upon the footing that the holders of shares of any particular class shall receive in specie, shares, debentures or obligations of any Company forming part of such assets of a class or character different from those to be distributed amongst other members of the Company, and generally may consent to a distribution of assets upon a different footing from that on which but for such consent the same would in the ordinary course be distributable, and such resolution shall be binding upon all the holders of shares of the class.

63. Any meeting for the purpose of the last preceding clause shall be convened and conducted in all respects as nearly as possible in the same way as an extraordinary general meeting of the Company, provided that no member, not being a Director, shall be entitled to notice thereof, or to attend thereat, unless he be a holder of shares of the class intended to be affected by the resolution, and that no vote shall be given except in respect of a share of that class, and that the quorum at any such meeting or at any adjournment thereof, whether such adjournment shall have taken place for want of a quorum at the original meeting or otherwise, shall be members holding or representing by proxy one-tenth of the issued shares of that class.

NUMBER AND APPOINTMENT OF DIRECTORS.

64. The number of Directors shall not be less than six nor more than twelve.

65. The Company may from time to time in general meeting, and within the limits hereinbefore provided, increase or reduce the number of Directors then in office, and, upon passing any resolution for an increase, may appoint the additional Director or Directors necessary to carry the same into effect, and may also determine in what rotation such increased or reduced number is to go out of office.

66. The continuing Directors may act, notwithstanding any vacancies in the Board. Provided that if the number of the Board be less than the prescribed minimum, the remaining Directors shall forthwith appoint an additional Director or Directors to make up such minimum, or convene a general meeting of the Company for the purpose of making such appointment.

67. The Board may at any time appoint any qualified person as a Director to fill a casual vacancy.

68. No person other than a retiring Director shall be elected a Director (except as a Director appointed as last aforesaid by the Board) unless at least four and not more than seven clear days' notice shall have been left at the Registered Office of the Company of the intention to propose him, together with a notice in writing by himself of his willingness to be elected. *to be read - see Resolution*

QUALIFICATION AND REMUNERATION OF DIRECTORS.

69. The qualification of a Director shall be the holding of ordinary shares of the Company of the nominal amount of £1,000.

70. The Board shall be entitled to receive by way of remuneration in each year such sum as the Company in General Meeting may from time to time determine.

*SM 14/1/12
See minute
10% on Divid
with a min of
£2000*

POWERS OF DIRECTORS.

71. The business of the Company shall be managed by the Board. The Board may exercise all the powers of the Company, subject, nevertheless, to the provisions of the Company's Charter and of any Acts of Parliament or of these Articles, and to such regulations (being not inconsistent with any such provisions or these Articles) as

may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

72. Without restricting the generality of the foregoing powers, and subject as aforesaid, the Board may do the following things :—

(A) Carry on the business of the Company, and develop such business, but so that the Board shall not be entitled to embark upon any business or trade of a kind not heretofore carried on by the Company without the sanction of the Company in general meeting.

(B) Provide, either by means of a special reserve fund or otherwise by effecting assurance policies with any other companies or persons, against loss or damage by peril of the sea, fire or other accident to any ships or vessels belonging to or used by the Company, and any houses, buildings, stores, stock-in-trade, matters and things of an insurable nature, whether in or about the shops, stores and premises of the Company in the Falkland Islands or elsewhere, or in course of transit from or to the said Islands, or any liability which may be incurred by the Company as employers.

(C) Make or assist in making provision by means of a scheme for deferred pay or otherwise for pensions, annuities or sick allowances to officers, servants and employees of the Company.

(D) Appoint from time to time, subject to the sanction of the Company in general meeting, any one or more of their number to be Managing Director or Managing Directors, on such terms as to remuneration, and with such powers and authorities, and for such period as they deem fit, and may revoke such appointment.

(E) Appoint and at their discretion remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and Servants for permanent, temporary, or special services as they may from time to time think fit, and determine their powers and duties and fix their salaries or emoluments and require securities in such instances and to such amount as they think fit.

(F) Appoint any person or persons to hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and execute and do all such instruments and things as may be requisite in relation to any such trust.

*Managing
Director*

(g) Appoint in order to execute any instrument or transact any business abroad, any person or persons the attorney or attorneys of the Board or the Company with such powers as they may deem fit, including power to vote in respect of shares in any other company or association held by or in trust for the Company, and to appear before all proper authorities, and make all necessary declarations, so as to enable the Company's operations to be validly carried on abroad.

See page 16 B

(h) Subject, if and so far as may be necessary, to the sanction of the Board of Trade, borrow or raise or secure the payment of any sum or sums of money on such security and upon such terms as to interest or otherwise as they may deem fit, and for the purpose of securing the same and interest, or for any other purpose create, issue, make and give respectively any perpetual or redeemable debentures or debenture stock or any mortgage or charge on the undertaking or the whole or any part of the property, present or future, or uncalled capital of the Company, and any debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

(i) Make, draw, accept, endorse and negotiate respectively promissory notes, bills, cheques, or other negotiable instruments, provided that every promissory note, bill, cheque, or other negotiable instrument drawn, made, or accepted, shall be signed by such person or persons as the Board may appoint for the purpose.

(j) Invest or lend the funds of the Company not required for immediate use in or upon such securities as they deem fit (other than shares of the Company), and from time to time to transpose any investment.

(k) Grant to any Director required to go abroad, or to render any other extraordinary service, such special remuneration for the services rendered as they think proper.

(l) Sell, let, exchange, or otherwise dispose of, absolutely or conditionally, all or any part of the property, privileges, and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.

(m) Affix the Common Seal to any document provided that such document be also signed by at least one Director and countersigned by the Managing Director, Secretary or other officer appointed for that purpose by the Board.

Seal

(N) Exercise the powers of "The Companies' Seals Act, 1864," and of "The Companies (Colonial Registers) Act, 1883," which powers the Company is hereby authorised to exercise.

PROCEEDINGS OF DIRECTORS.

73. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless and until otherwise determined by the Company in general meeting, the quorum necessary for the transaction of business shall be three Directors.

Quorum
3 Directors

74. The Chairman or any two Directors may at any time summon a meeting of the Board.

75. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

76. The Board may elect a Chairman and Deputy-Chairman of their meetings, and determine the period for which they are to hold office; but if no such Chairman or Deputy-Chairman be elected, or if neither the Chairman nor the Deputy-Chairman (if any) be present at the time appointed for holding a meeting, the Directors present shall choose some one of their number to be Chairman of such meeting.

X
77. The Board may delegate any of the powers, other than the powers to borrow and make calls, to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.

78. The meetings and proceedings of any such Committee consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding clause.

79. All acts done by any meeting of the Board or of a Committee of the Board, or by any person acting as Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director 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 and was qualified to be a Director.

80. The Board shall cause minutes to be made, in books provided for the purpose, of all resolutions and proceedings of general meetings, and of meetings of the Board or Committees of the Board, and any such minutes, if signed by any person purporting to be the Chairman of the meeting to which they relate, or at which they are read, shall be received as *prima facie* evidence of the facts therein stated.

DISQUALIFICATION OF DIRECTORS.

81. The office of Director shall be vacated—

(A) If he hold any office or place of profit under the Company other than that of Managing Director/ [©] or Colonial Manager

(B) If he become of unsound mind, bankrupt, or compound with his creditors.

(C) If he cease to hold the due qualification.

(D) If he send in a written resignation to the Board.

(E) If he be absent from the Board meetings continuously for six months without the consent of the Board.

© a Manager or
Secretary
See Resolution 16 June 19

X

or Colonial Manager

// leave of
absence

RETIREMENT AND REMOVAL OF DIRECTORS.

82. At the ordinary general meeting in every year one-third of the Directors for the time being, or if their number be not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A Managing Director shall not while he continues to hold that office be subject to retirement under this Clause, or be taken into account in ascertaining the number of Directors to retire.

83. The Directors to retire shall be those who have been longest in office. In case of equality in this respect (as between two or more) the Directors to retire, unless they agree among themselves, shall, as between them, be determined by lot.

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

85. The Company at the general meeting at which any Directors shall retire shall, subject to any resolution reducing the number of Directors, fill up the vacated offices by appointing a like number of persons.

86. If at any meeting at which Directors ought to be elected the places of any retiring Directors are not filled up, then, subject to any resolution reducing the number of Directors, the retiring Directors, or such of them as have not had their places filled up and may be willing to act shall be deemed to have been re-elected.

87. The Company in general meeting may by an extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent him from being eligible for re-election.

INDEMNITY OF DIRECTORS.

88. Every Director, officer or servant of the Company shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Company's business, or in the discharge of his duties; and no Director or officer of the Company shall be liable for the acts or omissions of any other Director or officer, or by reason of his having joined in any receipt for money not received by him personally, or for any loss on account of defect of title to any property acquired by the Company, or on account of the insufficiency of any security in or upon which any moneys of the Company shall be invested, or for any loss incurred through any banker, broker or other agent, or upon any ground whatever other than his own wilful acts or defaults.

ACCOUNTS.

89. The Board shall cause accounts to be kept of the assets and liabilities, receipts and expenditure of the Company.

90. The books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Board think fit. Except by the authority of the Board, or of a general meeting, no member shall be entitled as such to inspect any books or papers of the Company other than the Registers of Members and of mortgages.

91. At the ordinary general meeting in every year the Board shall submit to the members a balance-sheet and profit and loss account, made up to as recent a date as practicable, and audited as hereinafter provided, accompanied by a report from the Board on the transactions of the Company during the period covered by such accounts.

92. A printed copy of such balance-sheet, account and report, shall, seven days previously to the meeting, be sent to the members in the manner in which notices are hereinafter directed to be served, and copies shall also be sent to the Board of Trade, in conformity with the provisions of the Company's Charter.

AUDIT.

93. The Company shall at each annual meeting appoint an Auditor or Auditors, to hold office until the next annual general Meeting.

94. If an appointment of Auditors is not made at the annual general meeting the Board of Trade may, on the application of any member of the Company, appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

95. A Director or officer of the Company shall not be capable of being appointed Auditor of the Company.

96. The Board may fill up any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act.

97. The remuneration of the Auditors of the Company shall be fixed by the Company in general meeting, except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

98. The Auditor or Auditors shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors, and the Auditors shall sign a certificate at the foot of the balance-sheet stating whether or not all their requirements as Auditors have been complied with, and shall make a report to the shareholders on the accounts examined by them, and on every balance-sheet laid before the Company in general meeting during their tenure of office, and in their opinion the balance-sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company, and such report shall be read before the Company in general meeting.

RESERVE FUND.

99. The Board, in addition to any special reserve fund formed by way of insurance as aforesaid, may set aside out of the profits of the Company such sums as they think proper, as a general reserve fund, to meet depreciation or contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Company or for any other purposes of the Company, and the same may be applied accordingly from time to time in such manner as the Board shall determine, and the Board may, without placing the same to reserve, carry over any profits which they think it not prudent to divide.

DIVIDENDS.

100. The Company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits, but no larger dividend shall be declared than is recommended by the Board.

New Article substituted by Special Resolution passed 12th January, 1903, confirmed 27th January, 1903.

101. When in the opinion of the Board the position of the Company permits, interim dividends may be paid to the members on account of the dividend for the then current year.

102. The Board may deduct from the dividends or interest payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise.

103. All dividends and interest shall belong and be paid (subject to the Company's lien) to those members who shall be on the register at the date at which such dividend shall be declared, or at the date on which such interest shall be payable respectively, notwithstanding any subsequent transfer or transmission of shares.

Article 104a added by Special Resolution passed 12th January, 1903, confirmed 27th January, 1903.

104. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for all dividends and interest payable in respect thereof.

105. No dividend shall bear interest as against the Company.

NOTICES.

106. A notice may be served by the Company upon any member either personally or by posting it in a prepaid letter addressed to such member at his registered address.

107. Any member residing out of the United Kingdom may name an address within the United Kingdom at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address he shall not be entitled to any notices.

108. Any notice if served by post shall be deemed to have been served on the day after the day on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

109. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members and a notice so given shall be sufficient notice to all the holders of such share.

110. Every executor, administrator, committee or trustee in bankruptcy or liquidation shall be absolutely bound by every notice so given as aforesaid, if sent to the last registered address of such member, notwithstanding that the Company may have had notice of the death, lunacy, bankruptcy or disability of such member.

Comp 21

THE
Falkland Islands Company,
LIMITED.

*Incorporated by Royal Charter
23rd December, 1851.*

Registered 9th July, 1902.

Charter
AND
Articles of Association, &c.

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