

CERTIFIED COPY OF THE  
CERTIFICATE OF INCORPORATION AND THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION OF

SANIWELL HOLDING INC.



Certified as a true copy of the original

NO. OF COMPANY: 1499/88  
Lodged by:  
COOK ISLANDS TRUST  
CORPORATION LIMITED

FORM NO. ICA/8

Lodged on 11 August 1988

Registrar *Burmanaki*

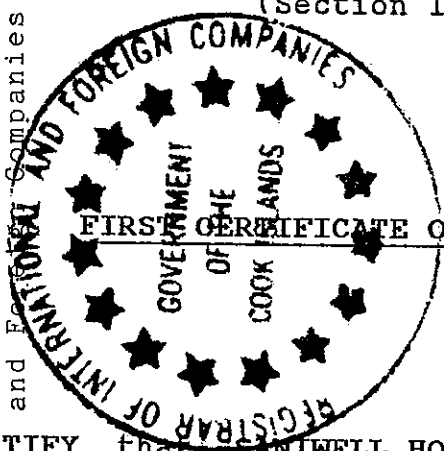
Dated at Rarotonga this 11th day  
of August 1988

*Burmanaki*

BAKER KAITAMAKI  
Registrar of International  
and Foreign Companies

COOK ISLANDS  
INTERNATIONAL COMPANIES ACT 1981-82  
(Section 14(3))

No. ICA/ 1499/88



FIRST CERTIFICATE OF INCORPORATION

Valid until 1989 only

THIS IS TO CERTIFY that SANIWELL HOLDING INC. is on and from the  
11th day of August 1988 incorporated under the International  
Companies Act 1981-82 and that this Certificate of Incorporation  
expires on the 10th day of August 1989.

GIVEN under my hand and seal at Avarua this 11th day of August 1988.



*Burmanaki*

.....  
Registrar of International and  
Foreign Companies

ATTENTION is directed to the requirements of Section 14(4) of the  
International Companies Act 1981-82 and to regulations made under the  
Act relating to annual renewal of Certificates of Incorporation and  
the liabilities incurred by directors and officers in consequences of  
a corporation carrying on business after expiry of its Certificate of  
Incorporation.

I, BAKER KAITAMAKI, Registrar of International and Foreign Companies, Rarotonga, hereby certify that the annexed 25 pages are a true copy of the Memorandum and Articles of Association registered on the file of SANIWELL HOLDING INC. No. 1499/88.

GIVEN under my hand and seal at Rarotonga this 11th day of August 1988.



*Baker Kaitamaki*

BAKER KAITAMAKI  
Registrar of International and  
Foreign Companies

No. of Company: 1499/88

FORM NO. ICA/1

Lodged by:  
COOK ISLANDS TRUST  
CORPORATION LIMITED

Lodged on 11 August 1988

Registrar ORIGINAL FILED ON 11. 8. 1988

*Daitanuki*

REGISTRAR OF INTERNATIONAL  
AND FOREIGN COMPANIES

COOK ISLANDS  
INTERNATIONAL COMPANIES ACT 1981-82  
(Sections 18, 24 and 25)  
MEMORANDUM AND ARTICLES OF ASSOCIATION

1. The name of the Company is SANIWELL HOLDING INC.
2. The share capital of the Company is UNITED STATES DOLLARS  
TEN THOUSAND (USD10,000.00) divided into TEN THOUSAND  
(10,000) Shares of UNITED STATES DOLLAR ONE (USD1.00)  
each.
3. The powers contained in Schedule 1 of the Act are adopted  
without modification.
4. The Articles contained in Table A of Schedule 2 of the Act  
are excluded and the Articles contained in Annexure B hereto  
are adopted.
5. The subscriber to this Memorandum is desirous of forming a  
company in pursuance of this Memorandum and agrees to take  
the number and class of shares in the capital of the company  
set out opposite its name.

Subscriber

Name	Number of Shares	Class	Signature or Seal
<u>COOK ISLANDS TRUST</u> <u>CORPORATION LIMITED</u> Mercury House Tutakimoa Road RAROTONGA	One (1)	Ordinary	<u>COOK ISLANDS TRUST</u> <u>CORPORATION LIMITED</u> by its Nominee:  <i>[Signature]</i>

DATED the 11th day of August 1988.



ANNEXURE A

SCHEDULE 1

(Section 20)

THE POWERS OF THE COMPANY

1. To carry on any business, other than a business, which it is prohibited by the Act or the regulations from carrying on, which may seem to the company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
2. To enter into or be a party to any transaction or document.
3. To acquire, hold, dispose of or deal with any information or rights or property of any kind.
4. To acquire, hold, dispose of or deal with the whole or any part of the undertaking of any other company, association or business.
5. To dispose of or otherwise deal with the whole or any part of its undertaking or business.
6. To assume any duties, obligations or liabilities.
7. To acquire any rights or interests.
8. To provide or procure provision of any services.
9. To lend and borrow.
10. To procure its registration or recognition in any place outside the Cook Islands.
11. To create and extinguish liabilities and rights and interests.
12. To issue shares, debentures and options, and to take shares debentures and options and to redeem and forfeit the same.
13. To employ and retain persons in and about its business or the business of any other company or person.
14. To give indemnities and guarantees and obtain indemnities and guarantees.
15. To take out insurance of all kinds whether over the property or rights of the company or not.
16. To promote any other company.

NATI  
G  
C  
802

17. To make gifts, donations and wagers which may lawfully be made whether the same may, or may not, be for the purpose of advancing its business.

18. By way of settlement or other dealing or disposition to give the right to a person not a member of the company to share in the whole or any part of its gains or profits to the exclusion of its members provided that in exercising such power no distribution of gains or profits shall be made pursuant to such settlement disposition or other dealing which would exceed the amount properly distributable as a dividend or properly capable of being returned as capital surplus were such distribution a distribution to some or to all of the members of the company.

19. To do any of the things which it may do in association with any other person or company and as principal or agent or as trustee or for its own benefit.

20. To promote any other business.

21. To do all such things as are incidental or conducive to the exercise of the other powers of the company.

22. To do all other things which are not prohibited by or under the Act or the regulations made thereunder or otherwise by the laws of the Cook Islands.

ON  
★  
OVER  
OF  
OK

⊗

ANNEXURE B

ARTICLES FOR MANAGEMENT OF THE COMPANY

INTERPRETATION

1. In these Articles words and expressions, except in so far as the context or subject-matter otherwise indicates or requires, shall have the same meaning as in the International Companies Act 1981-82 and further -

"secretary" means any person appointed to perform the duties of a secretary of the company;

"the Act" means the International Companies Act 1981-82;

"the office" means the registered office of the company in the Cook Islands;

" the seal" means the common seal of the company.

ISSUE OF SHARES

2. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to the Act, shares in the company may be issued by the directors, or, in the case of a branch of the company established outside the Cook Islands, by the directors of the local board, in accordance with the provisions of the Act and any shares may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the directors, subject to any ordinary resolution of the company, determine.

BEARER SHARES

3. No share warrant shall be issued by the company except upon a request in writing by the person whose name is for the time being upon the register of members of the company as the holder of the share or stock in respect of which the share warrant is to be issued, and there shall be no objection that the request was signed by the person making the same before his name was entered in the register as such holder, provided always that a share warrant may be issued upon a request in writing by a person who subscribed the memorandum of the company in respect of one or more of the shares in respect of which he has subscribed the memorandum, notwithstanding the fact that the name of such subscriber has not been and will not be entered in the register of members as a shareholder.

ALTA  
★  
NMEI  
THE  
SLAND  
★

⊗

4. No share warrant shall be issued in respect of any shares on which there is any unpaid liability.

5. A request to the company for the issue of a share warrant shall be in such form and authenticated by such statutory declaration or other evidence as to the identity of the person making the same and of his right or title to the share or stock as the directors shall from time to time require and shall be lodged at the office of the company.

6. Before the issue of a share warrant the certificate, if any, then outstanding in respect of the share intended to be included in it shall be delivered up to the directors.

7. Share warrants shall be issued under the seal or the branch seal of the company or branch of the company established outside the Cook Islands and be signed by one director and by the secretary or such other person as the directors may appoint for that purpose or, in the case of a branch, by a member of the local board or such other person as the directors may appoint for that purpose.

8. Each share warrant shall relate to such number of shares and be in such language and form as the directors shall think fit. The number originally attached to each share shall be stated in the share warrant.

9. Coupons payable to bearer, of such number as the directors shall think fit, shall be attached to share warrants providing for the payment of the dividends upon and in respect of the shares or stock included therein, and the directors shall provide, as they shall from time to time think fit, for the issue of fresh coupons to the bearers for the time being of share warrants when the coupons attached thereto shall be exhausted.

10. Each coupon shall be distinguished by the number of the share warrant to which it belongs and by a number showing the place it holds in the series of coupons belonging to the warrant. The coupons shall not be expressed to be payable at any particular period, nor shall they contain any statement as to the amount which shall be payable.

11. Upon any dividend being declared to be payable upon the shares specified in a share warrant, the directors shall publish an advertisement in any newspaper they shall think fit or otherwise give such notice as they think fit stating the amount per share or per centum payable, the date of payment and the serial number of the coupon to be presented; and thereupon any person presenting and delivering up a coupon of that serial number at the place, or one of the places, stated in the coupon or in the said advertisement, shall be entitled to receive at the expiration of such number of days, not exceeding 28, after so delivering it up as the directors shall from time to time direct the dividend payable on the share certified in the share warrant to which the said coupon shall belong, according to the notice which shall have been given by advertisement or notice.

IND  
★  
★  
★  
★  
★  
★



⊗

12. The company shall be entitled to recognise an absolute right in the bearer for the time being of any coupons so advertised as aforesaid for payment to such amount of dividend on the share warrant whereto the said coupon shall belong as shall have been as aforesaid declared payable upon presentation and delivery of the coupon and the delivery of such coupon shall be a good discharge to the company accordingly.

13. If any share warrant or coupon be worn out or defaced the directors may, upon the surrender thereof for cancellation, issue a new one in its stead.

14. If any share warrant or coupon be lost or destroyed the directors may, upon the loss or destruction being established to their satisfaction and upon such indemnity being given to the company as they shall think adequate, issue another share warrant or coupon in lieu thereof.

15. In every case provided for by Article 13 and 14 a fee of \$10.00, exclusive of all expenses attending the investigation of evidence of loss or destruction and of an indemnity to the corporation, shall be paid to the company by the person availing himself of those Articles.

16. No person shall as bearer of a share warrant be entitled to attend or vote, or exercise in respect thereof any of the rights of a member at any general meeting of the company, or sign any requisition for or aid in calling any general meeting unless 3 days at least before the day appointed for the meeting, in the first case, and unless before the requisition is left at the office, in the second case, he shall have deposited the share warrant at the office or such other place as the directors appoint, together with a statement in writing of his name and address, and unless the share warrant shall remain so deposited until after the general meeting, or any adjournment thereof, shall have been held. The names of more than one as joint holders of a share warrant shall not be received.

17. There shall be delivered to the person so depositing a share warrant a certificate stating his name and address, and the number of shares or the amount of stock represented by the share warrant so deposited by him and a voting card specifying the number of votes which the warrant so deposited entitles him to cast at a specified general meeting. The production of such a voting card at that specified general meeting shall entitle the bearer thereof to attend and vote at that general meeting in the same way as if he were a registered member of the company in respect of the shares or stocks specified in the said certificate. Upon delivering up the said certificate to the company the share warrant in respect whereof it shall have been given shall be returned. The certificate may be as follows -



.....International Company

No.

This is to certify that \_\_\_\_\_ of

has, in accordance with the Articles of the company, deposited the undermentioned share warrant in respect of which he is entitled to attend the general meeting of the company to be held at

on the \_\_\_\_\_ day of \_\_\_\_\_ 19 .

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19 .

.....  
Secretary

18. No person as bearer of any warrant shall be entitled to exercise any of the rights of a member, save as hereinbefore expressly provided in respect of general meetings, without producing such warrant and stating his name and address, and, if and when the directors so require, permitting an endorsement to be made thereon the fact, date, purpose and consequence of its production.

19. If the bearer of a share warrant shall surrender it to be cancelled, and shall therewith lodge at the office a declaration in writing, signed by him, in such form and authenticated in such manner as the directors require, requesting to be registered as a member in respect of the share specified in the said share warrant, and stating in such declaration his name and address, he shall be entitled to have his name entered as a member in the register of members of the company in respect of the shares specified in the share warrant so surrendered.

20. Every share warrant shall be transferable by delivery.

**REDEEMABLE SHARES**

21. Subject to the Act, any shares may be redeemable shares and such shares shall be liable to be redeemed by the company. Until the directors otherwise resolve, such shares shall be redeemable upon the repayment of the amount paid up thereon. Such shares shall be classified as redeemable shares and shall be referred to as such in any certificate or warrant relating to such shares and in the register of members.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

22. If at any time the share capital is divided into different classes of shares, the rights attached to any class, unless otherwise provided by the terms of issue of the shares of that class, may, whether or not the company is being wound up, be varied by special resolution of the company with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every

ION  
★  
GOVERNMENT  
OF  
COOK ISLANDS  
★

such separate general meeting the provisions of these Articles relating to general meetings shall apply mutatis mutandis, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy one-third of the issued shares of the class and so that any holder of shares of the class present in person or by proxy may demand a poll.

23. The rights conferred upon the holders of shares of any class issued with preferred or other special rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith or in priority thereto.

24. The company may exercise the powers of paying commissions of the kind referred to in section 49 of the Act provided that the rate per centum, or the amount of the commission paid or agreed to be paid, shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of 10 per centum of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per centum of that price, as the case may be, unless the amount or rate of commission proposed to be paid has at least 21 days before payment been notified to all persons entitled to receive notices of general meetings and no such person has objected in writing. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on the issue of shares pay such brokerage as may be lawful.

25. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise, even when having notice thereof, any equitable, contingent, future or partial interest in any share or unit of a share or, except only as by these Articles or by law otherwise provided, any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

26. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive a certificate under the seal of the company in accordance with the Act but in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

27. The company shall have a first and paramount lien on every share for all money, whether presently payable or not, called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares registered in the name of a single person for all money presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The company lien, if any, on a share shall extend to all dividends payable thereon.

28. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien but no sale shall be made unless a sum in respect of which the lien exists is presently

AL  
★  
INME  
THE  
ISLAN  
★

⊗

payable nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

29. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

30. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### CALLS ON SHARES

31. The directors may from time to time, in respect of shares having a par value, make calls upon the members in respect of any money unpaid on their shares, whether on account of the nominal value of the shares or by way of premium, and not by the conditions of allotment thereof made payable at fixed times and each member shall, subject to receiving at least 28 days' notice specifying the time or times and place of payment, pay to the corporation at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.

32. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

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

34. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per centum per annum as the directors may determine, but the directors shall be at liberty to waive payment of that interest wholly or in part.

35. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

WNO  
NT  
IDS

⊗

36. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

37. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may, until the same would, but for the advance become payable, pay interest at such rate not exceeding, unless the members of the company in general meeting or by writing signed by them shall otherwise direct, ten per centum per annum as may be agreed upon between the directors and the member paying the sum in advance.

#### TRANSFER OF SHARES

38. Subject to these Articles any member may transfer all or any of his shares other than bearer shares by instrument in writing in any usual or common form or in any other form which the directors may approve. The instrument shall be executed by or on behalf of both the transferor and the transferee; and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof.

39. The instrument of transfer must be left for registration at the office of the company together with such fee not exceeding \$5.00 as the directors from time to time may require accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the company shall subject to the powers vested in the directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.

40. The directors may decline to register any transfer of shares on which the company has a lien.

#### TRANSMISSION OF SHARES

41. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

42. Any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same

FOREIGN COMPANIES

⊗  
right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death, bankruptcy or insolvency.

43. If the person so becoming entitled elects to be registered himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member.

44. Where the registered holder of any shares dies or becomes bankrupt or insolvent his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights whether in relation to meetings of the corporation, or to voting or otherwise, as the registered holder would have been entitled to if he had not died or become bankrupt or insolvent; and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of these Articles, be deemed to be joint holders of the share.

#### FORFEITURE OF SHARES

45. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which have may accrued.

46. The notice shall name a further day, not earlier than the expiration of twenty-eight days from the date of service of the notice, on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call share.was made will be liable to be forfeited.

47. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

48. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

49. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding remain liable to pay to the company all money which, at the date of forfeiture, was payable by him to the company in respect of the shares, together with interest at the rate of ten per centum per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of such interest, but his liability shall cease to the extent that the company receives payment of money in respect of the shares.

50. A declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

51. The company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

52. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

53. A company shall not be liable to account to the person whose shares have been forfeited as aforesaid for any consideration received by it on the sale or other disposition of the forfeited shares in excess of the liability of that person to the company and the company shall be entitled to retain any such excess for its own use and benefit but the directors may resolve to pay any such excess over to the person whose shares were forfeited or to his personal representatives or assigns.

#### ALTERATION OF CAPITAL

54. The company may from time to time by special resolution -
- (a) increase the share capital by such sum to be divided into shares of such amount, or may increase the number of its shares of no par value to such number, as the resolution shall prescribe; and
  - (b) increase its share capital constituted by shares of no par value by transferring reserves or profits to the stated capital, with or without a distribution of shares, any new shares shall be subject to the same provisions as to transfer, transmission and otherwise as the shares in the original capital.

55.  The company may, by special resolution -
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or consolidate and reduce the number of the issued shares of no par value;
  - (b) increase the number of its issued no par value shares without an increase of its stated capital;
  - (c) subdivide its existing shares or any of them into shares of smaller amount than is fixed by its memorandum;
  - (d) convert all of its ordinary or preference share capital consisting of shares having a par value into stated capital constituted by shares of no par value;
  - (e) convert its stated capital constituted either by ordinary or preference shares of no par value into share capital consisting of shares having a par value;
  - (f) cancel any shares which, at the date of the passing of the resolution, have not been taken by any person, or which no person has agreed to take;
  - (g) reduce its share capital, issued capital, any capital redemption fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required by law;
  - (h) convert its issued preference shares into shares which can be redeemed.

#### GENERAL MEETING

56. Any director may whenever he thinks fit convene a general meeting, and general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

57. Subject to the provisions of the Act and these Articles relating to special resolutions and agreements for shorter notice, 14 days' notice at the least, inclusive of the day for which notice is given, specifying the place, the day and the hour of meeting and the general nature of the business to be considered thereat shall be given to such persons as are entitled to receive such notice from the company.

#### PROCEEDINGS AT GENERAL MEETINGS

58. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 1 member holding more than 50 per centum of the issued shares giving the right to attend and vote at general meetings or 2 members present shall be a quorum. For the purposes of this Article "members" includes a person attending as a proxy or as representing a company

NAL  
VERNI  
OF TH  
OK ISL



⊗

which is a member or as representing the committee, trustee or other person having the management of the estate of a person who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law of the Cook Islands relating to mentally-disordered persons.

59. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 day and at such other time and place as the directors may determine.

60. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members present shall elect one of their number to be chairman of the meeting.

61. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

62. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any member present in person, by representative or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

63. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

64. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not have a second or casting vote.

65. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members each member entitled to vote may vote in

⊗

person or be represented and vote by proxy or by attorney and on a show of hands every person present who is a member or representative of a member shall have one vote, and on a poll every member present in person or by representative shall have one vote for each share he holds.

66. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

67. A person who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mentally-disordered persons may be represented by and vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by representative or proxy.

68. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

69. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

70. The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a company, under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

(Name of International Company)  
I/We \_\_\_\_\_ of \_\_\_\_\_ being a  
member/members of the abovementioned company hereby  
appoint \_\_\_\_\_ or failing him \_\_\_\_\_  
of \_\_\_\_\_, as my/our proxy for me/us on  
my/our behalf at the general meeting of the company to be held on  
the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_, and at any adjournment  
thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ .



This form is to be used in favour of/against the resolution.  
(Strike out whichever is not desired. Unless otherwise instructed,  
the proxy may vote as he thinks fit).

72. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a photostat or telefax copy of that power or authority shall be deposited at the office of the company, or at such other place within the Cook Islands as is specified for that purpose in the notice convening the meeting, not less than 3 days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 3 days before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

73. A vote given in accordance with the terms of an instrument or proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument was given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the company at its office before the commencement of the meeting or adjourned meeting at which the instrument is used.

74. The holder of a bearer share shall be entitled to vote only in accordance with Article 17.

75. (1) A resolution in writing contained in the one instrument or in several instruments in like form signed by the members, other than holders of share warrants, holding together more than 75 per centum of the voting rights of the shares having voting rights at a general meeting of the company (including a telefax communication of such instrument or instruments) of which resolution notice has been given in the manner in which notices of general meetings should be given shall be as valid as a resolution or a special resolution passed at a general meeting of the company.

(2) A resolution in writing contained in the one instrument or in several instruments in like form signed by all the members holding all the voting rights of the shares having voting rights at a general meeting of the company (including a telefax communication of such instrument or instruments) shall be as valid as a resolution or a special resolution passed at a general meeting of the company notwithstanding that no previous notice has been given of the resolution or a meeting to consider such resolution.

#### DIRECTORS' APPOINTMENTS, ETC.

76. The number of the directors, the names of the first directors and whether such first directors (or any of them) are resident directors, and the fees, if any, of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

⊗  
77. The corporation may from time to time by ordinary resolution appoint additional directors or increase or reduce the permissible number of directors.

78. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles.

79. The company may by ordinary resolution remove any director and may by ordinary resolution appoint another person in his stead.

80. The remuneration of the directors may be fixed or varied by the company by ordinary resolution and shall be deemed to accrue from day to day; the directors may also be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or of any committee of the directors or general meetings of the company or in connection with the business of the company.

81. The directors shall not be required to hold any shares in the company. A director may be a company whether incorporated in the Cook Islands or elsewhere and may act as such through a representative or delegate appointed from time to time by written notice lodged with the secretary.

82. The office of director shall become vacant if the director-

- (a) ceases to be a director by virtue of the Act;
- (b) within the Cook Islands or elsewhere is adjudged bankrupt or insolvent or makes any arrangement or compromise with his creditors generally;
- (c) becomes prohibited from being a director by reason of any order under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mentally-disordered persons; or
- (e) resigns his office by notice in writing to the company.

#### POWERS AND DUTIES OF DIRECTORS

83. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and incorporating the company and may exercise all such powers of the company as are not by the Act or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Articles and to the provisions of the Act.

84. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt

⊗

liability or obligation of the company or of any third party.

85. The directors may exercise all the powers of the company in relation to any seal for use outside the Cook Islands and in relation to branch registers and may provide for the establishment of branches of the company outside the Cook Islands in accordance with the provisions of the Act.

86. The directors may from time to time by power of attorney appoint any company, firm or person or body of persons to be the attorney or attorneys of the company in accordance with Section 29(3) of the Act.

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors from time to time determine.

88. The directors shall cause minutes to be made -

- (a) of all appointments of officers;
- (b) of the names of the directors present at all meetings of the company and of the directors; and
- (c) of all proceedings at all meetings of the company and of the directors.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

89. All resolutions in writing signed by members or directors pursuant to the provisions in that behalf contained in these Articles shall be entered in the minute book containing minutes of the meetings of the company or of the directors respectively.

#### PROCEEDINGS OF DIRECTORS

90. (1) The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A director may at any time, and the secretary shall on the requisition of a director, summon a meeting of the directors.

(2) Without limiting the discretion of the directors to regulate their meeting under these Articles, the directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference shall, notwithstanding the directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the directors held on the day on which and at the time at which the conference was held. The provisions of these Articles relating to proceedings of directors apply, so far as they are capable of application, mutatis mutandis, to such conferences.

NAI  
\* 1  
/ERNI  
OF TH  
IK ISL

91. Subject to these Articles questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have no second or casting vote.

92. A director may vote and be counted in the quorum in respect of any contract or proposed contract with the company in which he is in any way interested or on any matter arising thereout and no contract entered into by the company in which a director is in any way interested shall by reason thereof be voidable and no director shall be liable to account to the company for any profits realised by such contract or any office of profit held by him by reason of his being a director.

93. Any director may appoint any person, whether a member of the company or not, to be an alternate or substitute director in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute director shall be entitled to notice of meetings of the directors and to attend and vote thereat accordingly and to exercise all the powers of the appointor in his place. An alternate or substitute director shall not be required to hold any share qualification, and shall ipso facto vacate office if the appointor vacates office as a director or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice to the company under the hand of the director making the same; and a cable telex or telefax communication from the director shall be deemed to be in writing under the hand of the director for the purposes of this provision.

94. The quorum necessary for the transaction of the business of the directors may be fixed by the directors; but until so fixed it shall be one less than the total number of directors unless the total number of directors is less than 3, when the quorum shall be all the directors.

95. The directors may act notwithstanding any vacancy in their body or failure to appoint the total number of directors fixed by or under these Articles but, if and so long as their number is less than the number fixed by or under these Articles as the necessary quorum of directors, the directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.

96. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

97. The directors may delegate any of their powers 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 be imposed on it by the directors.

98. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

99. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have no second or casting vote.

100. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is 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 or had never been qualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

101. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

#### MANAGING DIRECTORS

102. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment but such appointment shall be automatically determined if the appointee ceases from any cause to be a director.

103. A managing director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration, whether by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine.

104. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of those powers.

#### RESIDENT DIRECTOR

105. (1) Resident directors of the company may be appointed pursuant to Article 76 hereof or by the directors.



(2) A resident director shall be appointed for such term and at such remuneration and upon such conditions as the subscribers to the memorandum or the directors as the case may be and the resident director agree.

(3) Any resident director may be removed by the directors.

#### RESIDENT SECRETARY

106. The resident secretary shall, in accordance with the Act, be appointed by the directors for such term, and at such remuneration, and upon such conditions as the directors and resident secretary shall agree. The directors may appoint a general secretary or other secretaries in addition to the resident secretary and subject to the Act fix their respective duties and functions. Any secretary may be removed by the directors subject to the provisions of the Act.

#### SEAL

107. The directors shall provide for the safe custody of the seal, which shall be used only 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 is affixed shall be signed by or on behalf of a director or by some other person appointed by the directors for the purpose. The directors shall provide for the safe custody of the official seals and for the persons by whom any such seal is to be affixed.

#### ACCOUNTS

108. The directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the company or any of them shall be open to the inspection of members not being directors, and no member, not being a director, shall have any right of inspecting any account or book or paper of the company except as conferred by any written law authorised by the directors or by the company in general meeting.

#### DIVIDENDS AND RESERVES

109. The directors may declare dividends.

110. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

111. No dividend shall be paid otherwise than out of profits and no dividend shall bear interest against the company.

112. The directors may, before declaring any dividend, set aside out of the profits of the company such sums as they think proper as reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may





be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the company or be invested in such investments as the directors from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

113. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank as dividend as from a particular date that share shall rank for dividend accordingly.

114. The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

115. Any dividend may be paid wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of the company or of any other company or in any one or more such ways and, where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

116. Any dividend, interest or other money payable in cash in respect of registered shares may be paid by cheque or warrant sent through the post directed to the registered office of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one or more joint holders may give effectual receipts for any dividends, bonuses or other money payable in respect of the shares held by them as joint holders.

#### PURCHASE OF OWN SHARES

117. The company may by authority of a special resolution purchase its own shares in any manner permitted by the Act.

#### CAPITALISATION OF PROFITS

118. The directors may resolve that it is desirable to capitalise any part of the amount for the time being standing to

the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion, or condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in one way and partly in the other.

119. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES

120. A notice may be given by the company to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting, by airmail if the address is outside the Cook Islands, a letter containing the notice and to have been effected 10 days after the date of its posting.

121. A notice may be given by the company to the joint holders of a share by giving notice to the joint holder first named in the register of members in respect of the share.

122. A notice may be given by the company to the persons entitled to a share in consequence of the death, bankruptcy or insolvency of a member by sending it through the post in a prepaid letter, by airmail if the address is outside the Cook Islands addressed to them by name, or by the title of representatives of the deceased or assignee of the bankrupt or insolvent or by a like description at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or, until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death, bankruptcy or insolvency had not occurred.

ION  
★  
IVER  
OF  
10K II  
★  
★  
—

123. ⊕ (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member, other than holders of share warrants, except those members who have not supplied to the company an address for the giving of notices to them;
- (b) every person entitled to a share, other than a bearer share, in consequence of the death, bankruptcy or insolvency of a member, who but for his death, bankruptcy or insolvency would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the company;

(2) Subject to the provisions of subclause (3) of this article, no other person shall be entitled to receive notices of general meetings.

(3) If pursuant to the terms of issue thereof there is endorsed on any share warrant issued by the company a statement that notices of general meetings of the company shall be advertised in a particular manner notices of all general meetings shall while any such warrant is outstanding also be given by advertisement in such manner.

#### WINDING -UP

124. If the company is wound up the liquidator may divide amongst the members in kind the whole or any part of the assets of the company, whether they consist of property of the same kind or not, and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

125. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court or Registrar in respect of any negligence, default, breach of duty or breach of trust.

#### ALTERATION OF MEMORANDUM

126. The company may, by special resolution, alter the provisions of its memorandum of association, including those with respect to the objects of the company, in accordance with the procedure specified in Section 19 of the Act.

⊕  
SHARES IN UNITED STATES OF AMERICA CURRENCY

127. With respect to the shares of the company expressed in the currency of United States of America the following provisions shall apply:

- (1) Any amount payable by the company to shareholders whose shares are expressed in the currency of United States of America whether in payment of a dividend or on a return of capital or otherwise shall be paid in the currency of United States of America or in New Zealand currency, at the option of the company.
- (2) For the purpose of calculating the amount to be paid in New Zealand currency in respect of a dividend payable on shares expressed in the currency of United States of America, the rate of exchange shall be the prescribed rate of exchange as at the date of declaration of dividend.
- (3) For the purpose of calculating any amount payable in New Zealand currency by the company to shareholders whose shares are expressed in the currency of United States of America otherwise than as a dividend, the rate of exchange shall be the prescribed rate of exchange as at the date on which such amount first becomes payable.
- (4) For the purpose of calculating the amount paid up on issued shares expressed in the currency of United States of America in any balance sheet or other account kept or issued by the company, the rate of exchange as at the date of the call, or the respective dates of the calls, in respect of which payment-up has been made or, in the case of any payment-up which has been made otherwise than as a result of a call, as at the date upon which that payment-up has taken place.
- (5) The prescribed rate of exchange shall be the telegraphic transfer rate of exchange at which the Bank of New Zealand at Wellington, New Zealand will buy the currency of United States of America.