

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

PASHA S. ANWAR, *et al.*,

Plaintiffs,

v.

FAIRFIELD GREENWICH LIMITED, *et al.*,

Defendant.

Master File No. 09-cv-118 (VM)

This Document Relates To: All Actions

**DECLARATION OF HOWARD L. VICKERY
IN SUPPORT OF PLAINTIFFS'
OPPOSITION TO MOTIONS TO DISMISS OF
PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V.,
PRICEWATERHOUSECOOPERS LLP, AND
PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED**

Exhibit 16

THE COMPANIES ACT 1985

RAN

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

ARTICLES OF ASSOCIATION

of

PricewaterhouseCoopers International Limited

(adopted by special resolution passed on 4 April 2001 and taking effect on 30 June 2001)

1. **Preliminary**

1.1 In these articles, the following words bear the following meanings:

"Act" means the Companies Act 1985.

"Additional Board Member" means a Board Member co-opted as an Additional Board Member pursuant to Regulations.

"Address" in relation to Electronic Communications, includes any number or address used for the purposes of such Communications.

"Appointed Board Member" means a Board Member appointed as an Appointed Board Member pursuant to Regulations.

"these articles" means the articles of association of the Company.

"B Members" has the meaning set out in article 3.3.

"Board" means the Board Members collectively.

"Board Chairman" means the chairman of the Board appointed pursuant to article 26.1 or Regulations.

"Board Member" means a Board Member (including an Elected Board Member, Appointed Board Member, Additional Board Member or the Chief Executive Officer) appointed, elected or co-opted pursuant to these articles or Regulations.

"Chief Executive Officer" means the chief executive officer of the Company appointed pursuant to article 26.1 or Regulations.

"clear days" means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day on which the event, for which the notice is given, is to take place or on which the notice is to take effect.

"Communication" has the meaning set out in the Electronic Communications Act 2000.

"Elected Board Member" means a Board Member elected or co-opted as an Elected Board Member pursuant to Regulations.

"Electronic Communication" has the meaning set out in the Electronic Communications Act 2000.

"firm" means any business entity or organisation, howsoever organised, including any corporation, company, partnership, joint venture, trust, association or foundation.

"Governmental Authority" means any supra-national, national, federal, state, regional, provincial, municipal or local government, authority, agency, assembly or other body, court, central bank, or trade, public or professional or regulatory or taxing body.

"Limited Equity Individual" means a Relevant Individual falling within categories designated from time to time by the Board as constituting "Limited Equity Individuals".

"members" has the meaning set out in Section 22 of the Act and comprises the Members Firms, the B Members and such other types of members as Regulations may permit and **"member"** means any of them, as the case may require.

"Member Firms" means persons who are admitted from time to time as Member Firms pursuant to Regulations and have not ceased to be Member Firms and **"Member Firm"** means any of them as the case may require.

"Memorandum" means the memorandum of association of the Company.

"Network Firm" means a person, designated by the Board as a Network Firm, who has entered into an agreement with the Company to be admitted as a Network Firm.

"Office" means the registered office of the Company.

"Person" means any natural person, firm or Governmental Authority.

"Register" means the register of members.

"Regulations" means regulations of the Company made, adopted or amended in accordance with article 4.

"Relevant Entities" means the entities which are subsidiaries of individual Member Firms or are otherwise associated or connected with such individual Member Firms or which are associated or connected with the Company (including the Network Firms) or the network of such Member Firms.

"Relevant Individual" means an individual who has the status of a "partner", "principal" or Limited Equity Individual or any other individual with comparable status (as determined by the Board) in any of the Member Firms or Relevant Entities (but does not include (unless the context so requires or admits) any individual who has retired, withdrawn or been expelled from such firms or entities).

"Requirement of Law" in relation to any Person means any law, treaty, rule or regulation (including any professional regulation) or any determination of an arbitrator or a court or other Governmental Authority or professional or regulatory body, in each case binding upon such Person or (in the case of a Member Firm or Network Firm) any of its Relevant Entities or any of its or their property or to which such Person or any of its Relevant Entities, or any of its property, is subject.

"Seal" means the common seal (if any) of the Company, an official seal (if any) kept by the Company for use abroad and an official seal (if any) kept by the Company to seal securities, or any of them as the case may require.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including any joint, assistant or deputy secretary.

"Two-Thirds Majority Resolution" means a vote by a majority, representing not less than two-thirds of the total number of votes exercisable by Member Firms which could have been cast in respect of the relevant resolution, (excluding votes, if any, exercisable by the B Members).

- 1.2 Save as aforesaid and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act.
- 1.3 Except where otherwise expressly stated, a reference in these articles to any agreement includes a reference to the agreement as amended, modified or novated and a reference to any primary or delegated legislation or legislative provision includes a reference to any modification or re-enactment of it for the time being in force.
- 1.4 In these articles, unless the context otherwise requires:
 - (A) words in the singular include the plural, and vice versa;
 - (B) any pronoun shall include the corresponding masculine, feminine and neuter forms; and
 - (C) a reference to a person includes a reference to a natural person, to a body corporate and to an unincorporated body of persons.
- 1.5 In these articles:
 - (A) references to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form;
 - (B) references to **"include"**, **"includes"** and **"including"** shall be deemed to be followed by the phrase **"without limitation"** and references to **"other"** and **"otherwise"** shall not be construed with reference to the words that went before where a wider construction is possible;
 - (C) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and

(D) references to a committee of the Board are to a committee established in accordance with these articles or Regulations, whether or not comprised wholly of Board Members.

1.6 The headings are inserted for convenience only and do not affect the construction of these articles.

1.7 These articles are subject to the provisions of the Act.

2. **Exclusion of Tables A and C**

The regulations contained in Tables A and C (as set out in the Companies (Tables A to F) Regulations 1985) do not apply to the Company.

3. **Members**

3.1 The members shall comprise the Member Firms, the B Members and such other types of members as Regulations may permit.

3.2 Any person may apply to become a Member Firm and admission to such membership shall be considered and determined by the Board in accordance with the provisions of these articles and Regulations. The Member Firms shall have the rights and obligations set out in these articles and Regulations.

3.3 The B Members shall be the Board Members and shall have the rights and obligations set out in these articles but no other rights.

3.4 No right granted to or obligation imposed on any member or other person under these articles or Regulations shall be deemed to be a class right for the purposes of these articles, Regulations or the Act.

3.5 A Member Firm may only cease to be a member in accordance with Regulations.

3.6 Membership shall not be transferable.

3.7 The following shall apply in respect of a partnership or association which is not a separate legal person and which is admitted to membership:

(A) its name shall be entered on the Register;

(B) each of the partners of the partnership or members of the association from time to time shall be deemed to be a member of the Company and, for the avoidance of doubt, any individual who becomes a partner of the partnership or a member of the association shall automatically be deemed to be a member of the Company and an individual who ceases to be a partner of the partnership or member of the association shall automatically be deemed to cease to be a member of the Company;

(C) each partner of each such partnership or member of each such association shall be jointly and severally bound by and liable for all the obligations associated with its membership of the Company; and

- (D) subject to the provisions of these articles and Regulations, each partner of each such partnership or member of each such association shall be jointly (but not severally) entitled to all the rights (including, without limitation, in the exercise of their rights under article 12) associated with its membership of the Company.

3.8 To every separate meeting of a class of members, all the provisions in these articles and Regulations relating to general meetings and to the proceedings at general meetings shall apply, as far as is practicable, as if references to general meeting are references to the class meeting and references to members are references to members of the relevant class except that the quorum shall be two members of the relevant class, each being present in person, by proxy or by a duly authorised representative.

4. **Regulations**

4.1 The Company may make and adopt regulations governing, and establishing the rights and obligations of, the Company, its members, officers and organs, the Network Firms and other Relevant Entities in relation to, without limitation:

- (A) the admission of new members and of Network Firms;
- (B) the resignation and expulsion of members, Network Firms and other Relevant Entities and automatic or other cessation of membership or status as Network Firms or other Relevant Entities;
- (C) the rights and obligations of members, Network Firms and other Relevant Entities, including rights and obligations in consequence of or following cessation of membership or as Network Firms or other Relevant Entities;
- (D) the voting rights of and consents required from members and/or Network Firms;
- (E) the standards, principles, strategies, policies, objectives, plans, projects, programmes, practices and systems to be observed and applied, and other obligations to be complied with, by Member Firms, Network Firms and other Relevant Entities;
- (F) the eligibility for office, appointment, remuneration, incapacity, resignation, disqualification and removal, and the powers, responsibilities and proceedings of the Board Chairman, the Chief Executive Officer, committees of the Chief Executive Officer, the Board Members, the Board, committees of the Board, and other officers and organs of the Company (and regulations may in particular, without limitation, specify that particular individuals shall hold particular offices, and add to the powers, require or prohibit the exercise or the delegation of particular powers, and impose conditions upon the exercise of any power, contained in these articles);
- (G) the provision of services to Member Firms, Network Firms and other Relevant Entities;
- (H) the dissolution of the Company; and

- (I) all procedural, administrative and other matters (directly or indirectly) arising out of or connected with any of the above matters and any other matters which these articles authorise to be dealt with by Regulations.

Such regulations may, in relation to any matter, authorise that it be determined by the Board, any committee of the Board, the Board Chairman, the Chief Executive Officer, any committee of the Board Chairman and the Chief Executive Officer or any other officer or organ of the Company either in its, his or their discretion or pursuant to criteria or regulations established or made by the relevant officer or organ. Such regulations may, for reasons of convenience, repeat provisions in the Memorandum and these articles.

- 4.2 If there is any conflict between the provisions of these articles and any such regulations, the provisions of these articles shall prevail.
- 4.3 Regulations may be made, amended or rescinded at any time by resolution of the Board, subject to the Board having obtained such consent and approval of members as Regulations may require in relation to the relevant addition, amendment or rescission.

5. General meetings

- 5.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2 The Board may call an extraordinary general meeting whenever in its judgement such a meeting is necessary or appropriate.
- 5.3 The Board shall immediately proceed to call an extraordinary general meeting where members, representing not less than one tenth of the total voting rights of all members having a right to vote at general meetings of the Company, serve notice at the Office requiring a general meeting to be convened and stating the objects of the meeting. Such notice must be signed by the requisitionists and may be in one or more like documents, (each of which must be signed by one or more of the requisitionists). If within twenty-one days of such notice, the Board has failed to proceed to call a general meeting, the members who served the notice (or members representing more than fifty per cent of the voting rights of those members) may themselves convene a general meeting within a period of three months from the service of the notice.

6. Notice of general meetings

- 6.1 An annual general meeting or an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least twenty-one clear days' notice, and all other general meetings shall be called by at least fourteen clear days' notice, save in the case of:
- (A) a general meeting called for the passing of an ordinary resolution to remove a Board Member, or to replace a Board Member so removed at the meeting at which he is removed pursuant to section 303 of the Act, which shall be called by at least twenty-eight clear days' notice;
- (B) a general meeting called to pass a resolution:

- (1) filling a casual vacancy in the office of auditor; or
- (2) re-appointing as auditor a retiring auditor who was appointed by the Board Members to fill a casual vacancy,

which shall be called by at least twenty-eight clear days' notice;

- (C) an annual general meeting convened by shorter notice with the agreement of all members entitled to attend and vote at that meeting; and
 - (D) any other extraordinary general meeting convened by shorter notice with the agreement of a majority in number of the members having a right to attend and vote at the meeting, being a majority holding not less than ninety-five percent (or, if the Company has passed an elective resolution providing the necessary authorisation, ninety per cent) of the total voting rights of all the members exercisable at such meeting.
- 6.2 (A) The notice shall specify the place, the day and the time of the general meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- (B) If any resolution is to be proposed as an extraordinary resolution or as a special resolution, the notice shall contain a statement to that effect.
- (C) For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes any such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the Register in order to have the right to attend or vote at the meeting and by reference to which each member's voting rights are to be determined.

6.3 Subject to the provisions of these articles and Regulations, notices of general meeting shall be given to all members and auditors of the Company, but the accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. Quorum

7.1 No business (other than the appointment of a chairman for the relevant meeting) shall be transacted at any general meeting unless a quorum is present at the time that the meeting proceeds to business and a quorum for all purposes shall be four persons entitled to attend, and vote upon the business to be transacted at, the meeting, being three Member Firms present in person, by proxy or by duly authorised representative and representing not less than one third of the total voting rights of all Member Firms entitled to attend and vote at the relevant meeting and one B Member present in person.

7.2 If a quorum is not present within half an hour after the time appointed for holding a general meeting (or such longer interval as the chairman of the meeting may think fit to allow), or if during a general meeting a quorum ceases to be present, the meeting

shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for holding the meeting, the meeting shall be dissolved.

8. Rights of Board Members at general meetings

A Board Member shall be entitled to attend and speak at any general meeting.

9. Chairman of general meeting

9.1 The Board Chairman or, in his absence, some other Board Member nominated by the Board, shall preside as chairman at a general meeting, but if neither the Board Chairman nor such other Board Member is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number present to be chairman and, if there is only one Board Member present and willing to act, he shall be chairman.

9.2 If no Board Member is present and willing to act as chairman, the members present and entitled to attend and vote shall choose one of their number to be chairman.

10. Powers of chairman at general meeting

10.1 Without prejudice to any other power of adjournment he may have under these articles, Regulations or at common law, the chairman of any general meeting at which a quorum is present may, with the consent of the meeting, (and shall if so directed by the meeting) adjourn the meeting from time to time (or without specifying a day) and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more (or without specifying a day), at least seven clear days' notice shall be given to members entitled to attend and vote at general meetings, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

10.2 Save as herein before expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.3 If an amendment proposed to any resolution under consideration is in good faith ruled out of order by the chairman, the proceedings on the substantive resolution shall not be invalidated by any error in the ruling. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment to the resolution (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

11. Polls

11.1 At any general meeting, all resolutions (and any amendments to them), other than resolutions of a procedural nature (and any amendments to them), put to the vote of the meeting shall (subject to article 11.7) be decided on a poll. Any other resolution (and any amendment thereto) put to the vote of a general meeting shall be decided on

a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded:

- (A) by the chairman of the meeting;
- (B) by not less than five persons being members present in person, by proxy or by duly authorised representative and having the right to attend and vote at the meeting; or
- (C) by a member or members or a person or persons acting as proxy or as duly authorised representative for a member or members, representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting.

11.2 Unless a poll is required or duly demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.3 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

11.4 Subject to article 11.7, a poll shall be taken as the chairman of the meeting directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll and may, having announced his decision, adjourn or close the relevant meeting.

11.5 A poll demanded on the election of the chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll required or demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. The requirement of, or demand for, a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been required or demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

11.6 No notice need be given of a poll not taken immediately, if the time and place at which it is to be taken are announced by the chairman of the meeting at the general meeting at which it is required or demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

11.7 As soon as is practicable after the latest time for voting on a poll by Member Firms, the chairman of the relevant meeting shall notify each B Member present at the meeting of:

- (A) the total number of votes cast for and against the relevant resolution;

- (B) the total number of votes which, at the relevant time, could have been exercised by those members entitled to vote in respect of that resolution (excluding the B Members); and
- (C) the latest time for voting by B Members (not being less than one hour or, if the poll is not taken at a general meeting, twenty-four hours after the time of the notification).

11.8 Subject to the Act and without prejudice to any other restriction on the consideration of resolutions at general meetings, no resolution, or amendment to any resolution, (other than a resolution of a procedural nature) shall be considered or voted upon at the meeting unless:

- (A) the full text of the resolution (or, in the case of a resolution to be considered or voted upon at an annual general meeting, reference to the substance of the resolution) is set out in the notice of the relevant meeting; or
- (B) notice of the intention to propose the resolution shall have been lodged at the Office no later than the tenth day prior to the date appointed for the holding of the relevant meeting (other than an adjourned meeting); or
- (C) the resolution (the "**amending resolution**") comprises an amendment to another resolution (the "**substantive resolution**") and notice of the intention to propose the amending resolution shall have been lodged at the Office no later than the fourth day after that on which members shall have been given notice of the intention to propose the substantive resolution; provided that, if the said fourth day falls on or after the day of the relevant meeting (or adjourned meeting), the notice to propose the amending resolution may be lodged with the chairman of the meeting at the meeting itself.

A valid notice given pursuant to this article 11.8 shall not be rendered invalid by any subsequent change in the date or proposed date of the relevant meeting.

12. **Votes of Members**

- 12.1 Subject to any relevant provision of Regulations and to articles 3.7(D), 6.2(C), 12.5 and 14.2, each member shall have the right to receive notice of, attend and vote at, general meetings of the Company, in the case of Member Firms, in person, by proxy or by duly authorised representative and, in the case of B Members, in person only.
- 12.2 No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the voter or vote objected to is present or tendered. Subject to any objection made in due time, every vote counted and not disallowed at the meeting shall be valid and every vote disallowed or not counted shall be invalid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 12.3 On a poll, votes may be given by Member Firms in person, by proxy or by a duly authorised representative and by B Members in person only.

- 12.4 Subject to Requirements of Law, the number of votes which each Member Firm is entitled to exercise in respect of any matter requiring the consent or approval of the Member Firms and the majority required for the passing of any resolution shall be as stated in Regulations.
- 12.5 The B Members shall only be entitled to vote following notification pursuant to article 11.7 and shall not be entitled to vote (as B Members) in any ballot. Subject to this, each B Member shall be entitled and required to exercise in relation to any resolution or amendment to any resolution (other than a resolution of a procedural nature or an amendment thereto) such number of votes as is equal to the total number of votes notified to the B Members pursuant to article 11.7(B); provided that:
- (A) only one B Member shall be required and entitled to vote in respect of any such resolution and, once a B Member has cast his votes in accordance with this article 12.5, no other B Member shall be required or entitled to vote in respect of that resolution and any purported vote (whenever given) shall be disregarded;
 - (B) if the notification pursuant to article 11.7 indicates that, if the B Members were not to vote, the relevant resolution would be passed by a Two-Thirds Majority Resolution, then the B Members shall (to the extent permitted by this article 12.5), and shall only be entitled to, vote in favour of the resolution; and
 - (C) if that notification indicates otherwise, then the B Members shall (to the extent permitted by this article 12.5), and shall only be entitled to, vote against the resolution.
- 12.6 Other than as provided for in Regulations, an abstention from a vote on any resolution shall count as a vote against such resolution on any ballot or at any general meeting of the Company.
- 12.7 Regulations may also restrict the way in which votes may be exercised or deem votes to have been exercised in a particular way, notwithstanding that they may in fact have been exercised or have been exercised in another way.
- 12.8 A vote shall be considered final once the requisite percentage of votes cast in order to pass or reject any resolution submitted to such vote is received on any ballot or at any general meeting of the Company.
13. **Proxies**
- 13.1 Any Member Firm entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one other person as proxy to attend and vote instead of him and such a proxy shall have the same right as the Member Firm to speak at the meeting.
- 13.2 Subject to article 13.3, an appointment of a proxy shall be in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the appointor, which in the case of a corporation may be either under its common seal or under the hand of a duly authorised officer or by such method as the Board may approve.

- 13.3 The Board may allow the appointment of a proxy to be contained in an Electronic Communication subject to any requirements as to authentication of the appointment and any limitations, restrictions or conditions as the Board may think fit.
- 13.4 Subject to article 13.3 a partnership or other association, whether or not a separate legal person, may execute an appointment of proxy under the hand of a partner of the relevant partnership or a member of the relevant association, respectively, signing in the name of the partnership or the association (which proxy shall constitute, and shall be treated as effective, appointment of the proxy by all the partners or members of the relevant partnership or association), or by such other method as the Board may approve.
- 13.5 Subject to article 14.2, a proxy need not be a member and submitting an appointment of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it.
- 13.6 The appointment of a proxy and any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the Board may:
- (A) in the case of an instrument in writing, be deposited at the Office or at such other place as is specified in the notice convening the meeting, or in any appointment of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to attend and vote; or
 - (B) in the case of an appointment contained in an Electronic Communication, be received at the Address specified in the notice convening the meeting, or in any appointment of proxy sent out by the Company in relation to the meeting, or in any invitation to appoint a proxy issued by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to attend and vote; or
 - (C) in the case of a poll taken more than 48 hours after it was demanded, be deposited or received in accordance with articles 13.6(A) or (B) after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
 - (D) in the case of a poll not taken forthwith but within 48 hours after it was demanded, be delivered at the meeting for taking the poll to the chairman or to the secretary or to any Board Member,
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 13.7 The appointment of a proxy executed in a manner not expressly permitted in this article 13 shall be deemed to be invalid for the purpose of the appointment.
- 13.8 A vote given or poll demanded by a proxy or by a duly authorised representative shall be valid notwithstanding the previous determination of the authority of the person

voting or demanding a poll, unless notice of the determination was received by the Company at the Office, or at such other place at which an appointment of proxy may be duly deposited or the Address where an appointment contained in an Electronic Communication may be duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 13.9 The appointment of a proxy or duly authorised representative shall be deemed to confer authority to demand or join in demanding a poll (and, for the purposes of these articles, a demand for a poll made by a person as proxy for a member or as the duly authorised representative of a member shall be the same as a demand made by the member).
- 13.10 The Board may at the expense of the Company send or make available invitations to appoint a proxy to the members by post or by Electronic Communications or otherwise (with or without provision for their return prepaid) for use at any general meeting, either in blank or nominating in the alternative any one or more of the Board Members or any other person. The accidental omission to send or make available such an appointment of proxy or give such an invitation to, or the non-receipt thereof by, any member entitled to attend and vote at a meeting shall not invalidate the proceedings at that meeting.
- 13.11 Where two or more valid but differing appointments of proxy are received in respect of the same member for use at the same meeting the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of that member.
- 14. Corporations and partnerships and other associations acting by representatives**
- 14.1 Any corporation which is a member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting of the Company at which the corporation is entitled to vote.
- 14.2 The partners of a partnership or the members of any other association, whether or not a separate legal person, may authorise such person as they shall think fit to act as their representative for the purpose of receiving notice of and attending and voting at any meeting of the Company. Such partners or members shall be entitled to appoint only one such representative.
- 14.3 Except as otherwise provided in these articles or Regulations, the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, partnership or association as the corporation, partnership or association could exercise if it were an individual member of the Company, and the corporation, partnership or association shall for the purposes of these articles be deemed to be present in person at any such meeting if a person so authorised is present at it.

15. **Written resolutions**

- 15.1 The Company may do anything, which may be done by resolution of the Company in general meeting, without a meeting and without any previous notice being required and by a resolution signed by or on behalf of all members of the Company who at the date of the resolution would be entitled to attend and vote at such meeting.
- 15.2 The signatures need not be on a single document, provided each is on a document which accurately states the terms of the resolution. The date of the resolution shall be the date on which it is signed by or on behalf of the last member to sign.
- 15.3 For this purpose, the signature of any person duly authorised to act on behalf of a partnership or any other association which is not a separate legal person shall be deemed to be the signature of all the partners or members thereof.

16. **Balloting**

- 16.1 Subject to the Act, the Board may, at the expense of the Company, seek the views of the members or others, or the approval, consent or sanction of the members or others as may be required in these articles and Regulations by such means as the Board may determine including by organising ballots.
- 16.2 Subject to Regulations, the Board shall determine all matters relating to the conduct and result of any ballot including the means by which votes are cast (which may include any means of communication referred to in article 30.1), provided that:
- (A) the Board shall give notice of the ballot to all members (or others as required), such notice to be given at least 10 clear days in advance of the latest time for voting in the ballot;
 - (B) the notice to members (or others as required) shall set out the full text of the resolution on which the members are being asked to vote, the time (not more than 48 hours before the latest time for voting) by which a person must be entered on the Register in order to have the right to vote in the ballot, the procedures and means for voting in the ballot, the latest time for voting, and the time and manner of declaration of the result of the ballot; and
 - (C) the Board shall declare the results of the ballot no later than three days after the latest time specified for voting.
- 16.3 The declaration by the Board of the result of a ballot, and in particular, whether the relevant resolution has been passed by a Two-Thirds Majority Resolution, shall be conclusive evidence of the fact, without proof of the number of votes cast, or the proportion of votes cast for or against the resolution or withheld.
- 16.4 The Board may by notice to all members (or others as required) extend the latest time for voting. A valid notice given pursuant to article 16.2 shall not be rendered invalid by any subsequent change in the latest time specified for voting.
- 16.5 In all balloting, at least 10 clear days' advance notice (or, in an emergency (as designated by the Board), such shorter period as is practicable in the circumstances

and consistent with the Requirements of Law) shall be given to the Member Firms and the B Members entitled to receive notice of the resolution.

- 16.6 Members Firms (or others as required) may validly cast votes in any ballot in writing, by facsimile, telex, electronic mail or such other communication method as the Board may approve and is consistent with Requirements of Law.

17. Appointment of Board Members

Subject to Regulations:

- 17.1 the Board Members shall not be less than 2 nor more than 23 in number (including the holder(s) of the offices of Board Chairman and Chief Executive Officer);
- 17.2 the Board may by resolution from time to time vary the minimum number of Board Members; and
- 17.3 the Board may appoint a person who is willing to act to be a Board Member to fill a casual vacancy.

18. Disqualification and removal of Board Members

The office of a Board Member shall be vacated if:

- (A) he ceases to be a Board Member by virtue of any provision of the Act or he becomes prohibited by law from being a Board Member; or
- (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) he is, or may be, suffering from mental disorder and an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of another person to exercise powers with respect to his property or affairs; or
- (D) he resigns his office by notice to the Company; or
- (E) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or
- (F) *not being the Chief Executive Officer, he becomes a member of Senior Management; or*
- (G) being an Elected Board Member he ceases to be a Relevant Individual in a Member Firm, or a Relevant Entity associated with a Member Firm, or being an Additional Board Member he ceases to be a Relevant Individual in a Network Firm; or
- (H) any term of office specified at the time of his appointment expires; or
- (I) *not being the Chief Executive Officer, a two-thirds majority of all the Board Members resolve that he should vacate office; or*

- (J) in the case of the Chief Executive Officer, his office is vacated in accordance with Regulations; or
- (K) in the case of the Elected Board Members, the Member Firm or Relevant Entity associated with a Member Firm, in which he is a Relevant Individual, ceases to be a Member Firm or a Specified Subsidiary or Connected Firm of a Member Firm or gives notice of its intention to cease to be a Member Firm or a Specified Subsidiary or Connected Firm of a Member Firm, in which case the Board may specify an earlier date than the date of cessation on which the office shall be vacated; and
- (L) in the case of the Additional Board Member, the Network Firm in which he is a partner, principal or has comparable status ceases to be part of the Global Network or gives notice of its intention to cease to be part of the Global Network, in which case the Board may specify an earlier date than the date of cessation on which the office shall be vacated.

19. Remuneration of Board Members

- 19.1 There may be paid to the Appointed Board Members such fees for their services as Board Members and to the Chief Executive Officer such fees or remuneration for such services as the Board may determine.
- 19.2 Each Board Member shall be reimbursed all travelling, hotel and other expenses reasonably and properly incurred by him in attending any meeting of the Board or any committee of the Board or otherwise in connection with the discharge of his duties as a Board Member.

20. Powers of Board Members

Without prejudice to the provisions of the Act, the Memorandum and these articles, the Board may exercise such powers as may be given to it by these articles or Regulations. No alteration of the Memorandum, these articles or Regulations shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

21. Delegation of Board Members' powers

The Board may delegate to any committee consisting of one or more persons, as the Board shall think fit, who need not be Board Members and to the Chief Executive Officer, any of the powers exercisable by it upon such terms and conditions and subject to such restrictions as it thinks fit and either collaterally with or to the exclusion of its own powers and (subject to Regulations) any such delegation may be revised or altered.

22. Board Members' interests

- 22.1 Subject to the provisions of the Act and provided that he has fully disclosed to the Board the nature and extent of any material interest of his, a Board Member notwithstanding his office:

- (A) may be a party to, or otherwise interested in, any contract, transaction or arrangement with the Company or in which the Company is otherwise interested;
- (B) may be a shareholder in, or a Relevant Individual, director or other officer of, or employed by, or a party to any contract, transaction or arrangement with, or be otherwise interested in, any Member Firm, any Relevant Entity, or any body corporate promoted by the Company or in which the Company is otherwise interested;
- (C) may (or any partnership or other association which is not a body corporate, of which he is a partner, employee or member may) act in a professional capacity for the Company (other than as auditor) and be remunerated for such work; and
- (D) shall not, by reason of his office, be accountable to the Company for any benefit, which he derives from any such office or employment or from any such contract, transaction or arrangement or from any interest in any such body corporate, or for such remuneration and no such contract, transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

22.2 For the purposes of this article 22:

- (A) a general notice given to the Board by a Board Member that he is to be regarded as having an interest of the nature and extent specified in the notice in any contract, transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure to the Board that the Board Member has an interest in any such contract, transaction or arrangement of the nature and extent so specified; and
- (B) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

23. **Limitation on liability of Board Members**

No existing or former Board Member shall be liable to any Member Firm, Network Firm or other Relevant Entity or Relevant Individual in respect of any act or omission on his part in his capacity as a Board Member unless the act or omission results from his own wilful misconduct or gross negligence.

24. **Proceedings of the Board**

- 24.1 Subject to the provisions of these articles and Regulations, the Board may regulate their proceedings as the Board Members think fit.
- 24.2 The quorum necessary for the transaction of business of the Board may be fixed from time to time by Regulations and unless so fixed at any other number shall be two thirds of the number of Board Members holding office from time to time.

- 24.3 At meetings of the Board, the Board Chairman shall take the chair. If no Board Chairman shall have been elected a Board Chairman shall be elected in accordance with Regulations. If at any meeting the Board Chairman shall not be present within such reasonable period as the Board Members present may determine after the time appointed for the holding of the meeting, the Board Members present shall decide who shall take the chair.
- 24.4 The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than 10 the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a general meeting for the purpose of appointing Board Members. If there are no Board Members or Board Members able or willing to act, then any two members may summon a general meeting for the purpose of appointing Board Members.
- 24.5 All acts done by a meeting of the Board or a committee of the Board, or by a person acting as a Board Member or member of such committee, shall, notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any such person or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member or a member of such committee and had been entitled to vote.
- 24.6 All Board matters shall be determined at meetings of the Board by a two-thirds majority resolution of those attending such a meeting and voting unless a greater or smaller majority is specified in Regulations. Notwithstanding the foregoing, a resolution which relates to the removal of the Board Chairman or the Chief Executive Officer, shall be passed if, and only if, at least two-thirds of all the Board Members, whether or not present, vote in favour of the resolution.
- 24.7 A resolution in writing approved by at least two thirds of the Board Members entitled to receive notice of and vote at the meetings of the Board or all members of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) of that committee, duly convened and held, and may consist of several documents in the like form each approved by one or more Board Members or members of such committee.
- 24.8 A Board Member shall be entitled, subject to the Act and Regulations, to vote at a meeting of the Board (or any committee of the Board) on any resolution concerning a matter in which he has, directly or indirectly, a material interest.
- 24.9 If a question arises at a meeting of the Board as to the right of a Board Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting (or, if the Board Member concerned is the chairman, to the other Board Members at the meeting), and his ruling in relation to any Board Member other than himself (or, as the case may be, the ruling of the majority of the other Board Members in relation to the chairman) shall be final and conclusive.
- 24.10 All or any of the Board Members may participate in a meeting of the Board by means of any communication equipment which allows all persons participating in the

meeting to hear each other and to address all of the participants simultaneously. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to be counted towards the quorum and (in the case of a voting member) to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no group, where the chairman of the meeting then is.

25. Minutes

The Board shall cause minutes to be made in books kept for the purpose:

- (A) of appointments of officers and auditors (whether officers or not) made by the Board or the members; and
- (B) of all proceedings at meetings of the Company, of the Board, and committees of the Board, including the names of the Board Members and committee members present at each such meeting.

26. Board Chairman and Chief Executive Officer

26.1 There shall be a Board Chairman and a Chief Executive Officer who shall be appointed in accordance with and shall act in accordance with Regulations and the incapacity, resignation, disqualification and removal of any of them shall be dealt with in accordance with Regulations and article 18.

26.2 Subject to Regulations, all powers and responsibilities relating to the management of the Company shall be exercised by the Chief Executive Officer who may exercise all powers of the Company; provided that, where pursuant to Regulations, the Board has responsibility for considering or approving any matter, the Chief Executive Officer shall not have the power to exercise the powers of the Company in relation thereto prior to such consideration or approval.

26.3 The exercise of such powers and responsibilities by the Chief Executive Officer shall be subject to the provisions of the Act, the Memorandum, the articles and Regulations. However, no alteration of the Memorandum, the articles or Regulations shall invalidate any prior act of the Chief Executive Officer which would have been valid if that alteration had not been made. The power given by this article shall not be limited by any special power given to the Chief Executive Officer by any article or any Regulation.

27. Secretary and auditors

27.1 The secretary shall be appointed by the Board for such term, for such remuneration and on such other conditions as it thinks fit; and any secretary so appointed may be removed by the Board.

27.2 An auditor or auditors shall, if required, be appointed by the Company in general meeting in accordance with the provisions of the Act, except that the Board may fill a casual vacancy in the office of auditor on such terms and such remuneration and on such other conditions as the Board shall think fit.

- 27.3 Any auditor, whether appointed by the Company or by the Board, may be removed at any time by an ordinary resolution of the Company, notwithstanding anything in any agreement between him and the Company but without prejudice to any claim for compensation or damages payable to him in respect of the termination of his appointment as auditor or of any other appointment terminating with that as auditor.
- 27.4 Subject to the provisions of the Act, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.
- 27.5 An auditor shall be entitled to attend any general meeting of the Company and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

28. The Seal

- 28.1 The Seal shall be used only by the authority of a resolution of the Board or of a committee of the Board. The Board may determine whether any instrument to which the Seal is affixed shall be signed and, if it is to be signed, who shall sign it. Unless otherwise determined by the Board, every instrument to which the Seal is affixed shall be signed by one Board Member and by the secretary or another Board Member.
- 28.2 The Company may have an official seal for use in any place abroad, which shall be a facsimile of its common seal, with the addition on its face of the name of every territory, district or place where it is to be used.
- 28.3 Any instrument, signed by one Board Member and the secretary or by two Board Members and expressed to be executed by the Company, shall have the same effect as if executed under the seal, provided that no instrument, which makes it clear on its face that it is intended to have effect as a deed, shall be so signed without the authority of the Board Members or of a committee authorised by the Board Members in that behalf.

29. Accounts

No member (other than a Board Member) shall have any right of inspecting any accounting record or other document of the Company, unless he is authorised to do so by statute, by order of the court or by the Board.

30. Notices

- 30.1 Any notice to be given to or by any person pursuant to these articles shall be:
- (A) in writing or given using Electronic Communications (unless it is a notice calling a meeting of the Board, which need not be either in writing or given using Electronic Communications);
 - (B) in the English language or accompanied by a translation in English; and

(C) delivered or sent by mail, courier service, cable, telex, telecopier, facsimile, electronic mail or any other method now known or hereafter invented for transmitting written communication in legible and permanent form or by Electronic Communications to:

- (1) in the case of the Company or any of its officers or organs, the Company's registered office or such e-mail address or telex, facsimile machine as it shall have notified for the purpose or at an Address for the time being notified by the Company to the member for the purpose of receiving Electronic Communications; or
- (2) in the case of a member, at its registered address, or such other address, e-mail address or a telex or facsimile machine as it shall have notified for the purpose or at an Address for the time being notified by the member to the Company for the purpose of receiving Electronic Communications.

30.2 Any such notice shall be deemed to have been given, served or delivered at the time when the same would be delivered in the ordinary course of transmission and in proving that such notice has been given, it shall be sufficient to prove that the notice was properly addressed and pre-paid, if posted, and the time when it was posted, delivered to the courier or to the cable company or transmitted by telex, telecopier, facsimile, electronic mail or other method as the case may be.

30.3 Notice is also to be treated as given to a member where:

- (A) the Company and the member have agreed that such notices to be given to that member may instead be accessed by him on a web site, intranet, database or other information system;
- (B) that member is notified, in a manner for the time being agreed between him and the Company for the purpose of:
 - (1) the publication of the notice on a web site, intranet, database or other information system;
 - (2) the address or location of that web site, intranet, database or other information system;
 - (3) the place on that web site, intranet, database or other information system where the notice may be accessed, and how it may be accessed; and
- (C) where the notice in question is a notice of a meeting, the notice continues to be published on that web site, intranet, database or other information system throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, save that if the notice is published for part only of that period then failure to publish the notice throughout that period shall not invalidate the proceedings of the meeting where such failure is wholly attributable to circumstances which it would not be reasonable to have

expected the Company to prevent or avoid and provided always that article 6.3 shall apply to such notice as it does to any other notice of meeting.

- 30.4 A communication contained in an Electronic Communication shall be deemed to have been given on the day following that on which it was sent or, in the case of the publication of a notice on a web site, intranet, database or other information system, on the day following that on which the member is notified of such publication in accordance with article 30.3. In proving that a notice contained in an Electronic Communication has been given, it shall be sufficient to prove that such notice has been given by retaining records of the notification.
- 30.5 A member, present in person, or (in the case of a Member Firm) by proxy or by a duly authorised representative, at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 30.6 Any notice to be given to a member may be given by reference to the Register as it stands at any time within the period of fifteen days before the notice is given; and no change in the Register after that time shall invalidate the notice.
- 30.7 Nothing in any of the preceding paragraphs of this article shall affect any requirement of the Act that any particular notice or other document be served in any particular manner.

31. Indemnity

Subject to the provisions of and so far as they may be consistent with the Act and without prejudice to any indemnity to which the Board Chairman, Chief Executive Officer or any other Board Member or member of the Chief Executive Officer's senior management team may otherwise be entitled:

- (A) the Board Chairman, Chief Executive Officer, each other Board Member and each member of the Chief Executive Officer's senior management team and each other officer and the auditor of the Company shall be indemnified out of the assets of the Company against and/or exempted by the Company from any liability, loss or expenditure incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or the auditor of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission; and
- (B) without prejudice to paragraph (A), the Board shall have power to purchase and maintain insurance for or for the benefit of any person who is or was at any time the Board Chairman, Chief Executive Officer, a Board Member or

member of the Chief Executive Officer's senior management team and each other officer of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to the Company.