

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BANIAMS PATENT LOCKS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

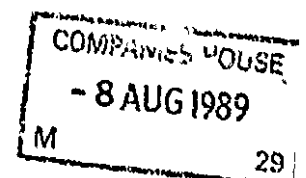
3. Regulation 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to Regulation 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any of the subscribers thereto than the terms and conditions offered to the Members.
4. Subject to Article 3 hereof the Directors are authorised to allot shares as set out in Regulation 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN

5. The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

SHARE TRANSFERS

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.
7. The Directors may in their absolute discretion and without assigning any reason decline to register any transfers of any share whether or not it is a fully paid share.



PROCEEDINGS AT GENERAL MEETINGS

At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than 20. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
11. The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 afore said shall be modified accordingly.
12. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.
13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
14. The office of Director shall be vacated:-
 - a. if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
 - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
 - c. if he becomes of unsound mind; or
 - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
 - e. if he is removed from office by a resolution duly passed in accordance with the Act.

BORROWING POWERS OF DIRECTORS

The proviso to Regulation 79 of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager 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 such appointment.
17. A Managing Director or Manager shall 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.

PROCEEDINGS OF DIRECTORS

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be when one Director only is in office one and shall when more than one Director is in office be two.

SECRETARY

19. The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

INDEMNITY

20. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.