



NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

Company number

1498498

* delete if inappropriate

Name of Company

HOPKINSONS SALES AND SERVICE (SCOTLAND) Limited*

I, FREDERIC ROGER BENTLEY

of 9, Station Street, Huddersfield, West Yorkshire

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation

of

Hopkinsons Sales and Service (Scotland)

Limited*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at Huddersfield, West Yorkshire

the Eighth day of May

One thousand nine hundred and eighty

before me W. A. Thornton

A Commissioner for Oaths†

† or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any)

For official use

General section

Postroom

WATERLOW (LONDON) LIMITED
THE WELL HOUSE
WOLVERHAMPTON STREET, EC2A 3EN
TEL. 01-47 5400 EXT. 27

NC 154244/2
154241/2

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES



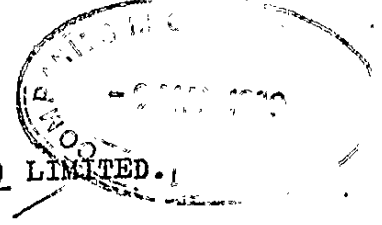
1498498

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MEMORANDUM OF ASSOCIATION

-of-

HOPKINSONS SALES AND SERVICE (SCOTLAND) LIMITED.



1. The name of the Company is HOPKINSONS SALES AND SERVICE (SCOTLAND) LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(A) To carry on in Great Britain or elsewhere both directly and by means of subsidiary companies all or any of the trades or businesses of mechanical and electrical engineers machine and engineering tool makers makers of boilers boiler flues boiler mountings and fittings electrical hydraulic and pneumatic apparatus appliances and fittings engine fittings and valves of every description makers of taps cocks and gauges asbestos and all kinds of packing gas engines oil engines dynamos and steam gas water and electrical plants ironfounders brass founders steelfounders millwrights metal workers coppersmiths electro-platers iron and steel converters galvanisers patentees machinists mechanics smelters smiths woodworkers tinsplate workers and tinners colliery owners mine owners quarry owners brick makers stone merchants builders painters ship owners timber merchants printers carriers merchants contractors agents and brokers in all their details branches and processes and to buy sell manufacture repair convert alter let on hire and deal in machinery patents patented machines rolling stock iron brass steel and other metals metal implements tools and utensils engines dynamo plant boiler mountings and fittings valves taps gauges packing mill furnishings and hardware and any articles apparatus appliances substances products and materials connected with the businesses aforesaid or any of them.

(B) To manufacture raise produce import and prepare any articles or materials appertaining to or used for or in connection with any part of the Company's business or capable of being so used and to buy sell or otherwise deal with the same and to carry on any other business manufacture or trade whatsoever which may seem to the Company capable of being carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase take on lease or in exchange hire or otherwise acquire for an estate on fee simple or for any less estate whether immediate or reversionary and whether vested or contingent any real and personal property whether subject or not to any charges or incumbrances and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings factories works roads and easements.

(D) To purchase erect manufacture construct hire or otherwise acquire any factories premises and machinery rolling stock apparatus implements and articles necessary for or capable of being used in connection with any business of the Company and to sell let on hire or licence or otherwise deal in any such factories rolling stock machinery apparatus implements and articles.

(E) To pull down rebuild enlarge alter and improve houses shops buildings works or premises now or hereafter erected and to sell improve manage cultivate plant develop let lease exchange mortgage charge enfranchise or otherwise deal with all or any part of the lands or other property of the Company and to grant rights and privileges or easements over the same or any part thereof and to accept by way of consideration for any of the matters aforesaid either present or deferred payments or shares debentures debenture stock or securities of any other company or corporation or the grant by any other person of any rights privileges or easements which may appear to be of value to the Company.

(F) To apply for purchase or otherwise acquire any interest in any patents licences concessions and the like conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any invention secret processes or rights which the Company may acquire or propose to acquire.

(G) To enter into any arrangements with any Governments or authorities supreme municipal, local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.

(H) To apply for promote and obtain any Act of Parliament Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting

any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(J) To receive money on deposit or otherwise and lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by and the pecuniary and other obligations of any such person.

(K) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

(L) To purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts or liabilities of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities,

(M) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid.

(N) To produce accumulate supply and transmit electricity and electromotive force or other similar agency for the manufacture or production of power light or heat or otherwise as may be thought advisable either in connection with the premises and property of the Company or any part thereof or any private or public property belonging to any other person or persons adjacent thereto.

(O) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept in satisfaction

or part satisfaction thereof or of the consideration payable to the Company on any sale licence or other act hereby authorised shares fully or partly paid debentures debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.

(P) To promote or form or assist in the promotion or formation of any other company or companies in England the colonies or abroad having objects altogether or in part similar to those of this Company with power to assist such companies or company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof or by taking or subscribing for Shares (preferred ordinary or deferred) therein or by lending money thereto upon debentures debenture stock or otherwise and further to pay out of the funds of the Company all expenses of and incident to the formation registration advertising and establishment of this or any other company and also all expenses attending the issue of any circular or notice or the printing stamping and circulating of proxies or forms to be filled up by the Shareholders of the Company and the sending of stamped envelopes to such Shareholder for the return of such proxies to the Company.

(Q) To remunerate (by cash or other assets or by the allotment of fully or partly-paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered to the Company including services in acting as trustees for debenture holders or debenture stock-holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for service rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of its business or for guaranteeing payment of such debentures or debenture stock or other securities and any interest thereon.

(R) To borrow or raise or secure the payment of money and the interest thereon in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and charged or not charged upon all or any of the Company's property (both present and future) including its uncalled capital and to borrow money or secure and guarantee the performance by the Company of any obligation or liability it may undertake by depositing debentures with the lender as collateral security and to redeem or pay off any such securities.

(S) To draw make accept indorse discount execute or issue promissory notes bills of exchange bills of lading warrants and other negotiable or transferable instrument and to buy sell and otherwise deal in the same.

(T) To receive money by way of loan deposit or otherwise from any of the Company's Directors Shareholders clerks servants customers or otherwise and to pay interest thereon and to make such interest contingent or fluctuating with or to give any such depositor an interest in the profits of the Company's business or any part thereof.

(U) To procure any servants of the Company to be insured against risk or accident in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risk or accident and to pay premiums on any such insurance.

(V) To distribute among the Members any property of the Company and in particular any money shares or securities received on any sale or disposition of the Company's assets or any part thereof (whether by way of dividend or return of capital) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and to make any such distribution in specie.

(W) To produce and issue trade and other circulars advertisements and publications either restricted to the Company's own business or in combination with any other or others and to do all other matters to develop make known promote and further the Company's business or any part or parts thereof.

(X) To organise promote take part in subscribe to become members of correspondents of offer prizes at exhibit at act as or appoint judges at or otherwise in any way take part in any shows exhibitions displays fetes commemorations committees societies experiments trials tests or other gatherings or proceedings for furthering the use of or attracting the attention of the public to any products or other articles for the time being manufactured dealt in or used or intended to be manufactured dealt in or used by the Company.

(Y) To maintain canteens and other conveniences for the benefit of the Company's staff and to support subscribe to or establish any charitable or public object and any association federation institution society or club which may be deemed to be for the benefit of the Company or its employees or may be connected with any trade or any business carried on by the Company or with any town or place where the Company carries on business to give pensions gratuities or charitable aid to any person or persons who may have served the Company or the wives children or other relatives of such persons to make payments towards insurance and to form and contribute to provident and benefit funds.

(Z) To hold in the names of others any property which the Company is authorised to acquire and to carry on or do any of the businesses acts and things aforesaid in any part of the world and either as principals agents or trustees or by or through trustees or agents or by means of any subsidiary or auxiliary company or otherwise and either alone or in conjunction with others.

(AA) To procure the Company to be registered incorporated or otherwise duly constituted if necessary or advisable according to the law of any colony or dependency of the United Kingdom or of any foreign country.

(BB) Generally to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Acts 1909 to 1946 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase and with power to divide the original and any new capital into shares of different classes which may from time to time be issued or held with any preferences or priorities in the payment of dividends or in the distribution of assets or otherwise over or ranking equally with any other shares whether preference ordinary or deferred and whether then already issued or not or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special right as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any other special privileges or advantages over the other or others of them.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each subscriber. (in words).
<p>Frank Balmford, 29, Woodhouse Avenue, Farnham Huddersfield, West Yorkshire, Legal Practitioner</p> <p>Thomas Jeffrey Green, 25, Dearcroft Crescent, Salendine Nook, Huddersfield, West Yorkshire, Solicitors Clerk.</p>	<p>Fifty</p> <p>Fifty</p>

DATED the 7th day of May 1980.

WITNESS to the above Signatures :-

J. Bentley.

Solicitor.

Huddersfield.

THE COMPANIES ACTS, 1948 to 1976

1498498

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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

HOPKINSONS SALES & SERVICE (SCOTLAND) LIMITED.

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A (hereinafter referred to as "Part II of Table A") in the first Schedule to the Companies Act, 1948 (hereinafter referred to as "the Act") shall apply to the Company.
2. Clause 1 of Part II of Table A shall be deleted and the following substituted therefor :-
 - "1. Clauses 3,4,24,53,54,62,78,87,88,107 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".
3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.

SHARE CAPITAL

4. The capital of the Company is £100. divided into 100 Ordinary Shares of £1. each.
5. Without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided by the next following Article) any share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

6. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.
7. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.
8. In Clause II of Part I of Table A the words and brackets "(not being a fully paid share)" and "other than fully paid shares)" shall be deemed to be deleted.
9. In Clause 22 of Part I of Table A the words and brackets "(if the Directors so require) the" shall be deemed to be inserted.

INCREASE OF CAPITAL

10. Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all shares created on any increase of capital shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, and otherwise as if they had been part of the original capital.

GENERAL MEETINGS

11. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.
12. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
13. Every Director shall be entitled to receive notice of

and attend all General Meetings of the Company, notwithstanding that he is not a member, and Clause 134 of Part I of Table A shall be deemed to be modified accordingly.

14. Subject to any special rights and restrictions as to voting attached to any class of shares on a show of hands every member who is present in person or by proxy shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

DIRECTORS

15. There shall not be less than two Directors unless and until otherwise determined by the Company in General Meeting.
16. No Director shall be required to vacate office or be ineligible for re-election as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.
17. Each Director shall have the power to nominate another Director, or any other person approved by the Directors to act as alternate Director, in his place, at any meeting of the Directors or committee of Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors or committee of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also (where a quorum is more than two) be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director except only where the Director by whom he has been appointed is re-appointed immediately upon retirement. All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or revoking such appointment left at the Registered Office of the Company.
18. Every instrument appointing an alternate Director shall as nearly as circumstances will admit, be in the following form or to the effect following

LIMITED.

"I
"a Director of the above-named Company, in pursuance of the
"power in that behalf contained in the Articles of Association
"of the Company, do hereby nominate and appoint
" of
"to act as alternate Director in my place at any meeting or

"committee of the Directors which I am unable to attend and
"to exercise all my duties as a Director of the Company.

"Signed this day of 19 ."

19. The office of a Director shall be vacated:-

- (A) If subject to the terms of any agreement between a Director and the Company by notice in writing to the Company he resigns his office.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If he absents himself from the meetings of the Directors continuously for a period of six calendar months without special leave of absence from the other Directors, and they pass a Resolution that he has by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (F) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.
- (G) If he is removed by Extraordinary Resolution of the Company.

20. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

21. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally.

22. In Clause 84(2) of Part I of Table "A" there shall be inserted at the end of sub paragraph (d) the word "or" and immediately thereafter a new paragraph (e) as follows :-

- "(e) Any such Fund or Scheme as is referred to in Article 24 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employee to which such Scheme or Fund relates".

23. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held

or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

24. (1) The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds or life insurance scheme for the benefit of, and the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or officers of or in the employment or service in any capacity of the Company, or of any subsidiary company of the Company or of the predecessors in business of the Company or any subsidiary company and the wives, widow, families or dependants of any such persons.

(2) The Directors may also procure the establishment and subsidy of or subscription to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(3) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other Company as aforesaid.

APPOINTMENT AND REMUNERATION OF EXECUTIVE DIRECTORS.

25. The Directors may, from time to time, appoint one or more of their number to be the holder of any executive office (including the office of Managing Director) on such terms and for such period as they may determine and the Directors may also from time to time (subject to the provisions of any contract of service between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places. A Director so appointed shall not whilst holding executive office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

26. The remuneration of an Executive Director (including a Managing Director) of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for

a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

ASSOCIATE DIRECTORS

27. Without prejudice to the other powers both general and special conferred by these presents the Directors shall have power at any time and from time to time to appoint any of the managers or other employees of the Company to attend meetings of Directors and to advise and assist the Directors. Any person so appointed (hereinafter called an "Associate Director") shall not be a member of the Board of Directors, and shall not require any qualification, and shall not be entitled to vote at meetings of Directors. Subject as aforesaid the Directors may define and limit the powers and duties of the Associate Directors, and may determine their remuneration as the Directors may feel appropriate. An Associate Director shall not be subject to retirement by rotation nor shall he be taken into account in calculating either the number of Directors or the number of Directors to retire annually but he shall cease to hold the office of Associate Director on his ceasing to be employed by the Company or on a resolution of the Board of Directors removing him from office. So much of these presents as relate to the Directors shall not mean or extend to or be read or construed to mean or to extend to an Associate Director.

BORROWING POWERS

28. The Proviso to Clause 79 of Part I of Table A shall be deemed to be deleted.
29. Clause 89 of Part I of Table A shall be modified by inserting after the words "then the number nearest" the words "but not greater than" and by inserting at the end of the Clause the words "a Director retiring at a meeting shall retain office until the close of the meeting at which he retires."

NOTICES.

30. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted, and the following substituted therefor: "Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope, or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".
31. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such other officer at the Registered Office of the Company.

Names, Addresses and Descriptions of Subscribers.

Frank Balfour,
29, Woodhouse Avenue,
Fartown,
Thubberley,
West Yorkshire,
Legal Executive

Thomas Jeffrey Green,
25, Dea Croft Crescent,
Salendine Nook,
Huddersfield,
West Yorkshire,
Solicitors Clerk.

DATED the 7th day of May 1980.

WITNESS to the above Signatures :-

A. Bentley,

Solicitor,

Huddersfield

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

Name of Company

HOPKINSONS SALES AND SERVICE (SCOTLAND)

Limited*

Company number

1498498/5

The intended situation of the registered office of the company
on incorporation is as stated below

BIRKBY LODGE

BIRKBY LODGE ROAD

HUDDERSFIELD

WEST YORKSHIRE

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

WATERLOW (LONDON) LIMITED

HOLYWELL HOUSE,

WORSHIP STREET, EC2A 2EN

TEL. 01-247 5400 EXT. 27

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	DENNIS BURKINSHAW	Business occupation	MANAGER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	11 LEYHOOR ROAD, LONGWOOD, HUDDERSFIELD, WEST YORKS	Date of birth (where applicable) (note 6)	17-12-27
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 28-3-80	

Name (note 2)	DAVID WESTON	Business occupation	COMMERCIAL EXECUTIVE
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	11, ST. MARY'S CRESCENT, NETHERTHONG, HUDDERSFIELD HD 7 2XP	Date of birth (where applicable) (note 6)	17-6-42
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 31-3-80	

Name (note 2)	RODNEY MAYOR	Business occupation	AREA SALES ENGINEER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	40 WESTERLEA DRIVE BRIDGE OF ALLAN SCOTLAND FK9 4JG	Date of birth (where applicable) (note 6)	4-12-43
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 3-4-80	

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1498498

I hereby certify that

HOPKINSONS SALES AND SERVICE (SCOTLAND) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

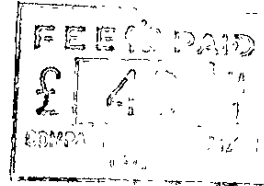
Given under my hand at Cardiff the

27TH MAY 1980

A handwritten signature in dark ink, appearing to read 'P. A. Jones', written over a faint, circular official stamp.

Assistant Registrar of Companies

No.1496498



THE COMPANIES ACTS, 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HOPKINSONS SALES AND SERVICE (SCOTLAND) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Britannia Works, Huddersfield, West Yorkshire on the fourth day of June 1987, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION, namely:-

That the name of the Company be changed to
Autotork Controls Limited.

13/7



Chairman



MB £40.00
077351

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1498498

I hereby certify that

**HOPKINSONS SALES AND SERVICE (SCOTLAND)
LIMITED**

having by special resolution changed its name,
is now incorporated under the name of

AUTOTORK CONTROLS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 13 JULY 1987

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

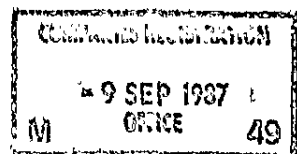
AND

Articles of Association

OF

AUTOTORK CONTROLS LIMITED

Incorporated the 27th day of May 1980



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

AUTOTORK CONTROLS LIMITED

1. The name of the Company is "AUTOTORK CONTROLS LIMITED"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on in Great Britain or elsewhere both directly and by means of subsidiary companies all or any of the trades or businesses of mechanical and electrical engineers machine and engineering tool makers makers of boilers boiler flues boiler mountings and fittings electrical hydraulic and pneumatic apparatus appliances and fittings engine fittings and valves of every description makers of taps cocks and gauges asbestos and all kinds of packing gas engines oil engines dynamos and steam gas water and electrical plants iron founders brass founders steelfounders millwrights metal workers coppersmiths electro-platers iron and steel converters galvanisers patentees machinists mechanics smelters smiths woodworkers tinplate workers and tinnerns colliery owners mine owners quarry owners brick makers stone merchants builders painters ship owners timber merchants printers carriers merchants contractors agents and brokers in all their details branches and processes and to buy sell manufacture repair convert alter let on hire and deal in machinery patents patented machines rolling stock iron brass steel and other metals metal implements tools and utensils engines dynamo plant boiler mountings and fittings valves taps gauges packing mill furnishings and hardware and any articles apparatus appliances substances products and materials connected with the businesses aforesaid or any of them.
 - (B) To manufacture raise produce import and prepare any articles or materials appertaining to or used for or in connection with any part of the Company's business or capable of being so used and to buy sell or otherwise deal with the same and to carry on any other business manufacture or trade whatsoever which may seem to the Company capable of being carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
 - (C) To purchase take on lease or in exchange hire or otherwise acquire for an estate in fee simple or for any

less estate whether immediate or reversionary and whether vested or contingent any real and personal property whether subject or not to any charges or incumbrances and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings factories works roads and easements.

(D) To purchase erect manufacture construct hire or otherwise acquire any factories premises and machinery rolling stock apparatus implements and articles necessary for or capable of being used in connection with any business of the Company and to sell let on hire or licence or otherwise deal in any such factories rolling stock machinery apparatus implements and articles.

(E) To pull down rebuild enlarge alter and improve houses shops buildings works or premises now or hereafter erected and to sell improve manage cultivate plant develop let lease exchange mortgage charge enfranchise or otherwise deal with all or any part of the lands or other property of the Company and to grant rights and privileges or easements over the same or any part thereof and to accept by way of consideration for any of the matters aforesaid either present or deferred payments or shares debentures debenture stock or securities of any other company or corporation or the grant by any other person of any rights privileges or easements which may appear to be of value to the Company.

(F) To apply for purchase or otherwise acquire any interest in any patents licences concessions and the like conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any invention secret processes or rights which the Company may acquire or propose to acquire.

(G) To enter into any arrangements with any Governments or authorities supreme municipal, local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.

(H) To apply for promote and obtain any Act of Parliament Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any

modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(J) To receive money on deposit or otherwise and lend money with or without security to such persons and generally on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by and the pecuniary and other obligations of any such person.

(K) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

(L) To purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts or liabilities of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.

(M) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid.

(N) To produce accumulate supply and transmit electricity and electromotive force or other similar agency for the manufacture or production of power light or heat or otherwise as may be thought advisable either in connection with the premises and property of the Company or any part thereof or any private or public property belonging to any other person or persons adjacent thereto.

(O) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept in satisfaction or part satisfaction thereof or of the consideration payable to the

Company on any sale licence or other act hereby authorised shares fully or partly paid debentures debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.

(P) To promote or form or assist in the promotion or formation of any other company or companies in England the colonies or abroad having objects altogether or in part similar to those of this Company with power to assist such companies or company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof or by taking or subscribing for Shares (preferred ordinary or deferred) therein or by lending money thereto upon debentures debenture stock or otherwise and further to pay out of the funds of the Company all expenses of and incident to the formation registration advertising and establishment of this or any other company and also all expenses attending the issue of any circular or notice or the printing stamping and circulating of proxies or forms to be filled up by the Shareholders of the Company and the sending of stamped envelopes to such Shareholder for the return of such proxies to the Company.

(Q) To remunerate (by cash or other assets or by the allotment of fully or partly-paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered to the Company including services in acting as trustees for debenture holders or debenture stock-holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for service rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the conduct of its business or for guaranteeing payment of such debentures or debenture stock or other securities and any interest thereon.

(R) To borrow or raise or secure the payment of money and the interest thereon in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and charged or not charged upon all or any of the Company's property (both present and future) including its uncalled capital and to borrow money or secure and guarantee the performance by the Company of any obligation or liability it may undertake by depositing debentures with the lender as collateral security and to redeem or pay off any such securities.

(S) To draw make accept indorse discount execute or issue promissory notes bills of exchange bills of lading warrants and other negotiable or transferable instrument and buy sell and otherwise deal in the same.

(T) To receive money by way of loan deposit or otherwise from any of the Company's Directors Shareholders

elect its servants customers or otherwise and to pay interest thereon and to make such interest contingent or fluctuating with or to give any such depositor an interest in the profits of the Company's business or any part thereof.

(U) To procure any servants of the Company to be insured against risk or accident in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risk or accident and to pay premiums on any such insurance.

(V) To distribute among the Members any property of the Company and in particular any money shares or securities received on any sale or disposition of the Company's assets or any part thereof (whether by way of dividend or return of capital) but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and to make any such distribution in specie.

(W) To produce and issue trade and other circulars advertisements and publications either restricted to the Company's own business or in combination with any other or others and to do all other matters to develop make known promote and further the Company's business or any part or parts thereof.

(X) To organise promote take part in subscribe to become members of correspondents of offer prizes at exhibit at act as or appoint judges at or otherwise in any way take part in any shows exhibitions displays fetes commemorations committees societies experiments trials tests or other gatherings or proceedings for furthering the use of or attracting the attention of the public to any products or other articles for the time being manufactured dealt in or used or intended to be manufactured dealt in or used by the Company.

(Y) To maintain canteens and other conveniences for the benefit of the Company's staff and to support subscribe to or establish any charitable or public object and any association federation institution society or club which may be deemed to be for the benefit of the Company or its employees or may be connected with any trade or any business carried on by the Company or with any town or place where the Company carries on business to give pensions gratuities or charitable aid to any person or persons who may have served the Company or the wives children or other relatives of such persons to make payments towards insurance and to form and contribute to provident and benefit funds.

(Z) To hold in the names of others any property which the Company is authorised to acquire and to carry on or do any of the businesses acts and things aforesaid in any part of the world and either as principals agents or trustees or by or through trustees or agents or by means of any subsidiary or auxiliary company or otherwise and either alone or in conjunction with others.

(AA) To procure the Company to be registered incorporated or otherwise duly constituted if necessary or advisable according to the law of any colony or dependency of the United Kingdom or of any foreign country.

(BB) Generally to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Acts 1909 to 1946 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase and with power to divide the original and any new capital into shares of different classes which may from time to time be issued or held with any preferences or priorities in the payment of dividends or in the distribution of assets or otherwise over or ranking equally with any other shares whether preference ordinary or deferred and whether then already issued or not or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special right as well as in any other particulars and upon the sub-division of a share to apportion the right to participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any other special privileges or advantages over the other or others of them.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

**Names, Addresses and Descriptions
of Subscribers.**

**Number of Shares
Taken by each
subscriber.
(in words).**

Frank Balmford,
29, Woodhouse Avenue,
Fartown,
Huddersfield,
West Yorkshire.

Fifty

Legal Executive.

Thomas Jeffrey Green,
25, Deer Croft Crescent,
Salendine Nook,
Huddersfield,
West Yorkshire.

Fifty

Solicitors Clerk.

DATED the 7th day of May 1980.

WITNESS to the above Signatures:-

F.R. Bentley,
Solicitor,
Huddersfield.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AUTOTORK CONTROLS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A (hereinafter referred to as "Part II of Table A") in the first Schedule to the Companies Act, 1948 (hereinafter referred to as "the Act") shall apply to the Company.

2. Clause I of Part II of Table A shall be deleted and the following substituted therefor:-

"1. Clauses 3, 4, 24, 53, 54, 62, 78, 87, 88, 107 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".

3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.

SHARE CAPITAL

4. The capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

5. Without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided by the next following Article) any share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

6. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate

meeting of the holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat shall, mutatis, mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

7. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

8. In Clause II of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In Clause 22 of Part I of Table A the words and brackets "(if the Directors so require) the" shall be deemed to be inserted.

INCREASE OF CAPITAL

10. Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all shares created on any increase of capital shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, and otherwise as if they had been part of the original capital.

GENERAL MEETINGS

11. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the company.

12. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

13. Every Director shall be entitled to receive notice of and attend all General Meetings of the Company, notwithstanding that he is not a member, and Clause 134 of

Part I of Table A shall be deemed to be modified accordingly.

14. Subject to any special rights and restrictions as to voting attached to any class of shares on a show of hands every member who is present in person or by proxy shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

DIRECTORS

15. There shall not be less than two Directors unless and until otherwise determined by the Company in General Meeting.
16. No Director shall be required to vacate office or be ineligible for re-election as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.
17. Each Director shall have the power to nominate another Director, or any other person approved by the Directors to act as alternate Director, in his place, at any meeting of the Directors or committee of Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors or committee of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also (where a quorum is more than two) be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director except only where the Director by whom he has been appointed is re-appointed immediately upon retirement. All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or revoking such appointment left at the Registered Office of the Company.
18. Every instrument appointing an alternate Director shall as nearly as circumstances will admit, be in the following form or to the effect following.

LIMITED.

"

"I

"a Director of the above-named Company, in pursuance of the
"power in that behalf contained in the Articles of Association
"of the Company, do hereby nominate and appoint
" of

"to act as alternate Director in my place at any meeting or
"committee of the Directors which I am unable to attend and
"to exercise all my duties as a Director of the Company.

"Signed this day of 19 ."

19. The office of a Director shall be vacated:-

- (A) If subject to the terms of any agreement between a Director and the Company by notice in writing to the Company he resigns his office.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If he absents himself from the meetings of the Directors continuously for a period of six calendar months without special leave of absence from the other Directors, and they pass a Resolution that he has by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (F) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.
- (G) If he is removed by Extraordinary Resolution of the Company.

20. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

21. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally.

22. In Clause 84(2) of Part I of Table A there shall be inserted at the end of sub paragraph (d) the word "or" and immediately thereafter a new paragraph (e) as follows:-

"(e) Any such Fund or Scheme as is referred to in Article 24 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employee to which such Scheme or Fund relates".

23. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

24. (1) The Directors may procure the establishment and maintenance of any non-contributory or contributory pension of superannuation funds or life insurance scheme for the benefit of, and the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or officers of or in the employment or service in any capacity of the Company, or of any subsidiary company of the Company or of the predecessors in business of the Company or any subsidiary company and the wives, widows, families or dependants of any such persons.

(2) The Directors may also procure the establishment and subsidy of or subscription to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(3) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other Company as aforesaid.

APPOINTMENT AND REMUNERATION OF EXECUTIVE DIRECTORS.

25. The Directors may, from time to time, appoint one or more of their number to be the holder of any executive office (including the office of Managing Director) on such terms and for such period as they may determine and the Directors may also from time to time (subject to the provisions of any contract of service between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places. A

Director so appointed shall not whilst holding executive office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

26. The remuneration of an Executive Director (including a Managing Director) of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by all or any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

ASSOCIATE DIRECTORS

27. Without prejudice to the other powers both general and special conferred by these presents the Directors shall have power at any time and from time to time to appoint any of the managers or other employees of the Company to attend meetings of Directors and to advise and assist the Directors. Any person so appointed (hereinafter called an "Associate Director") shall not be a member of the Board of Directors, and shall not require any qualification, and shall not be entitled to vote at meetings of Directors. Subject as aforesaid the Directors may define and limit the powers and duties of the Associate Directors; and may determine their remuneration as the Directors may feel appropriate. An Associate Director shall not be subject to retirement by rotation nor shall he be taken into account in calculating either the number of Directors or the number of Directors to retire annually but he shall cease to hold the office of Associate Director on his ceasing to be employed by the Company or on a resolution of the Board of Directors removing him from office. So much of these presents as relate to the Directors shall not mean or extend to or be read or construed to mean or to extend to an Associate Director.

BORROWING POWERS

28. The Proviso to Clause 79 of Part I of Table A shall be deemed to be deleted.
29. Clause 89 of Part I of Table A shall be modified by inserting after the words "then the number nearest" the words "but not greater than" and by inserting at the end of the Clause the words "a Director retiring at a meeting shall retain office until the close of the meeting at which he retires."

NOTICES

30. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted, and the following substituted therefor: "Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope, or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".
31. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such other officer at the Registered Office of the Company.

Names, Addresses and Descriptions of Subscribers.

Frank Balmford,
29, Woodhouse Avenue,
Fartown,
Huddersfield,
West Yorkshire.

Legal Executive.

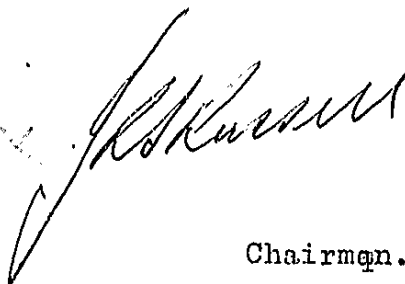
Thomas Jeffrey Green,
25, Deer Croft Crescent,
Salendine Nook,
Huddersfield,
West Yorkshire.

Solicitors Clerk.

DATED the 7th day of May 1980.

WITNESS to the above Signatures:-

F.R. Bentley,
Solicitor,
Huddersfield.



Chairman.

Company No. 1,498,498

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

AUTOTORK CONTROLS LIMITED

Passed 23.3.89

At an Extraordinary General Meeting of the Company held at
47 Cannon Street London on 23rd March 1989 at 10.23p.m.
the following resolution was duly passed as a special
resolution:-

SPECIAL RESOLUTION

1. THAT the Memorandum of Association of the Company
be amended in the following manner:-

(A) by deleting the existing clause (J) and by
substituting the following new clause (J) in its
place:-

"(J) (i) to lend and advance money or give
credit on any terms and with or
without security to any person,
firm or company (including without
prejudice to the generality of the
foregoing any holding company,
subsidiary, fellow subsidiary of,



or any other company associated in any way with the company};

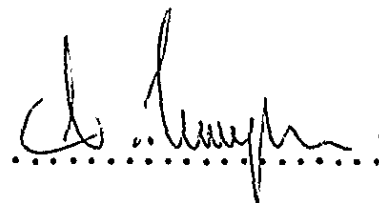
- (ii) to enter into any guarantee, contract of indemnify or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating

thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company each as defined by Section 736 of the Companies Act 1985 or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph (J) guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets

or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person."

(B) by deleting the existing clause (R) and by substituting the following new clause (R) in its place:-

"(R) to borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;"


.....

Chairman

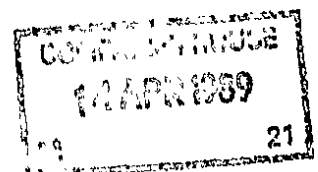
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

AUTOTORK CONTROLS LIMITED

1. The name of the Company is "AUTOTORK CONTROLS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on in Great Britain or elsewhere both directly and by means of subsidiary companies all or any of the trades or businesses of mechanical and electrical engineers machine and engineering tool makers makes of boilers boiler flues boiler mountings and fittings electrical hydraulic and pneumatic apparatus appliances and fittings engine fittings and valves of every description makes of



taps cocks and gauges asbestos and all
kinds of packing gas engines oil engines
dynamos and steam gas water and electrical
plants iron founders brass founders
steelfounders millwrights metal workers
coppersmiths electro-platers iron and
steel converters galvanisers patentees
machinists mechanics smelters smiths
woodworkers tinsplate workers and tanners
colliery owners mine owners quarry owners
brick makers stone merchants builders
painters ship owners timber merchants
printers carriers merchants contractors
agents and brokers in all their details
branches and processes and to buy sell
manufacture repair convert alter let on
hire and deal in machinery patents
patented machines rolling stock iron brass
steel and other metal metal implements
tools and utensils engines dynamo plant
boiler mountings and fittings valves taps
gauges packing mill furnishings and
hardware and any articles apparatus
appliances substances products and
materials connected with the businesses
aforesaid or any of them

- (B) To manufacture raise produce import and prepare any articles or materials appertaining to or used for or in connection with any part of the Company's business or capable of being so used and to buy sell or otherwise deal with the same and to carry on any other business manufacture or trade whatsoever which may seem to the Company capable of being carried on in connection with any of the above specified businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) To purchase take on lease or in exchange hire or otherwise acquire for an estate in fee simple or for any less estate whether immediate or reversionary and whether vested or contingent any real and personal property whether subject or not to any charges or incumbrances and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land buildings factories works roads and

easements.

(D) To purchase erect manufacture construct hire or otherwise acquire any factories premises and machinery rolling stock apparatus implements and articles necessary for or capable of being used in connection with any business of the Company and to sell let on hire or licence or otherwise deal in any such factories rolling stock machinery apparatus implements and articles.

(E) To pull down rebuild enlarge alter and improve houses shops buildings works or premises now or hereafter erected and to sell improve manage cultivate plant develop let lease exchange mortgage charge enfranchise or otherwise deal with all or any part of the lands or other property of the Company and to grant rights and privileges or easements over the same or any part thereof and to accept by way of consideration for any of the matters aforesaid either present or deferred payments or shares debentures debenture stock or securities of any other company

or corporation or the grant by any other person of any rights privileges or easements which may appear to be of value to the Company.

(F) To apply for purchase or otherwise acquire any interest in any patents licences concessions and the like conferring an exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop grant licences in respect of or otherwise turn to account or profit the property rights or information so acquired and to expend money in experimenting upon and testing and improving or seeking to improve any invention secret processes or rights which the Company may acquire or propose to acquire.

(G) To enter into any arrangements with any Governments or authorities supreme

(1655D)

municipal, local or otherwise or with railway companies canal companies shipping companies dock companies commissioners carriers and other persons corporations or companies in any part of the world that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.

- (H) To apply for promote and obtain any Act of Parliament Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(I) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- * (J) (i) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary, fellow subsidiary of, or any other company associated in any way with the company);
- (ii) to enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien

* Clause J was amended by Special Resolution dated 23.3.89

over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company each as defined by Section 736 of the Companies Act 1985 or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is

associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph (J) guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.

- (K) To purchase or otherwise acquire all or any part of the business or property of any person firm association or company carrying on or (in the case of a company) formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the

purposes of this Company and as the consideration for the same to pay cash or to issue any shares stocks or obligations of this Company and in connection with any such transaction to undertake any liabilities relating to the business or property acquired.

(L) To purchase subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of or to lend money to guarantee the contracts or liabilities of subsidise or otherwise assist any such person firm association or company and to sell hold re-issue with or without guarantee or otherwise deal with such shares stock or securities.

(M) To enter into partnership or into any arrangement whether perpetual or terminable for sharing profits union of interests joint-adventure reciprocal concession or co-operation with any person firm association or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or

engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit this Company or to prevent or minimise apprehended loss or damage or cost to this Company or to any such company as aforesaid.

(N) To produce accumulate supply and transmit electricity and electromotive force or other similar agency for the manufacture or production of power light or heat or otherwise as may be thought advisable either in connection with the premises and property of the Company or any part thereof or any private or public property belonging to any other person or persons adjacent thereto.

(O) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept in satisfaction or part satisfaction thereof or of the

consideration payable to the Company on any sale licence or other act hereby authorised shares fully or partly paid debentures debenture stock or securities of any other company having objects altogether or in part similar to those of this Company.

(P) To promote or form or assist in the promotion or formation of any other company or companies in England the colonies or abroad having objects altogether or in part similar to those of this Company with power to assist such companies or company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof or by taking or subscribing for Shares (preferred ordinary or deferred) therein or by lending money thereto upon debentures debenture stock or otherwise and further to pay out of the funds of the Company all expenses of and incident to the formation registration advertising and establishment of this or any other company and also all expenses attending the issue of any circular or

notice or the printing stamping and circulating of proxies or forms to be filled up by the Shareholders of the Company and the sending of stamped envelopes to such Shareholder for the return of such proxies to the Company.

(Q) To remunerate (by cash or other assets or by the allotment of fully or partly-paid shares or in any other manner) any persons firms associations or companies for services rendered or to be rendered to the Company including services in acting as trustees for debenture holders or debenture stock-holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares debentures debenture stock or other securities of the Company or of any company promoted by this Company or for service rendered in or about the formation or promotion of the Company or any company promoted by this Company or in introducing any property or business to the Company or in or about the

conduct of its business or for guaranteeing payment of such debentures or debenture stock or other securities and any interest thereon.

* (R) To borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(S) To draw make accept indorse discount execute or issue promissory notes bills of exchange bills of lading warrants and other negotiable or transferable instrument and buy sell and otherwise deal in the same.

* Clause R was amended by Special Resolution dated 23.3.89

- (T) To receive money by way of loan deposit or otherwise from any of the Company's Directors Shareholders clerks servants customers or otherwise and to pay interest thereon and to make such interest contingent or fluctuating with or to give any such depositor an interest in the profits of the Company's business or any part thereof.
- (U) To procure any servants of the Company to be insured against risk or accident in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risk or accident and to pay premiums on any such insurance.
- (V) To distribute among the Members any property of the Company and in particular any money shares or securities received on any sale or disposition of the Company's assets or any part thereof (whether by way of dividend or return of capital) but so that no distribution amounting to a reduction of capital be made except with

the sanction (if any) for the time being required by law and to make any such distribution in specie.

- (W) To procure and issue trade and other circulars advertisements and publications either restricted to the Company's own business or in combination with any other or others and to do all other matters to develop make known promote and further the Company's business or any part or parts thereof.
- (X) To organise promote take part in subscribe to become members of correspondents of offer prizes at exhibit at act as or appoint judges at or otherwise in any way take part in any shows exhibitions displays fetes commemorations committees societies experiments trials tests or other gatherings or proceedings for furthering the use of or attracting the attention of the public to any products or other articles for the time being manufactured dealt in or used or intended to be manufactured dealt in or used by the

Company.

(Y) To maintain canteens and other conveniences for the benefit of the Company's staff and to support subscribe to or establish any charitable or public object and any association federation institution society or club which may be deemed to be for the benefit of the Company or its employees or may be connected with any trade or any business carried on by the Company or with any town or place where the Company carries on business to give pensions gratuities or charitable aid to any person or persons who may have served the Company or the wives children or other relatives of such persons to make payments towards insurance and to form and contribute to provident and benefit funds.

(Z) To hold in the names of others any property which the Company is authorised to acquire and to carry on or do any of the businesses acts and things aforesaid in any part of the world and either as principals agents or trustees or by or

through trustees or agents or by means of any subsidiary or auxiliary company or otherwise and either alone or in conjunction with others.

(AA) To procure the Company to be registered incorporated or otherwise duly constituted if necessary or advisable according to the law of any colony or dependency of the United Kingdom or of any foreign country.

(BB) Generally to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance or to grant annuities within the meaning of the Assurance Companies Acts 1909 to 1946 or to re-insure any risks under any class of assurance business to which those Acts apply.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether

incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to or inference from any other paragraph or the name of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase and with power to divide the original and any new capital into shares of different classes which may from time to time be issued or held with any preferences or priorities in the payment of dividends or in the distribution of assets or otherwise over or ranking equally with any other shares whether preference ordinary or deferred and whether then already issued or not or as deferred shares or with a special right of or restriction whether absolute or partial against voting and to vary the regulations of the Company from time to time so far as necessary to give effect to any such preference or priority or special right as well as in any other particulars and upon the sub-division of a share to apportion the right to

participate in profits or in the distribution of assets or the right to vote in any manner as between the shares resulting from any such sub-division and to give to any one or more of such shares any other special privileges or advantages over the other or others of them.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber (in words)
---	--

FRANK BALMFORD
29 Woodhouse Avenue,
Fartown,
Huddersfield,
West Yorkshire

Fifty

Legal Executive

THOMAS JEFFREY GREEN
25 Deer Croft Crescent,
Salendine Nook,
Huddersfield,
West Yorkshire

Fifty

Solicitors Clerk

DATED the 7th day of May 1980

WITNESS to the above Signatures:-

F.R. Bentley,
Solicitor,
Huddersfield



NOTICE OF MISSING PAGES FROM THE MICROFICHE RECORD

Companies House regrets that pages are missing from documents on this company's microfiche record.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.



FS 31059
& Training

House is an Executive Agency of the Department of Trade and Industry



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

CHPM 4 (07/02)

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AUTOTORK CONTROLS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A (hereinafter referred to as "Part II of Table A") in the first Schedule to the Companies Act, 1948 (hereinafter referred to as "the Act") shall apply to the Company.
2. Clause I of Part II of Table A shall be deleted and the following substituted therefor:-
 - "1. Clauses 3, 4, 24, 53, 54, 62, 78, 87, 88, 107 and 108 of Part I of Table A shall not apply to the Company, but the remaining Clauses of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company".
3. In these Articles, words importing the singular number only shall, where the context so permits, include the plural number and vice versa.

SHARE CAPITAL

4. The capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.
5. Without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided by the next following Article) any share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.
6. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate

meeting of the holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat shall, mutatis, mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

7. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company in General Meeting, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.
8. In Clause II of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.
9. In Clause 22 of Part I of Table A the words and brackets "(if the Directors so require) the" shall be deemed to be inserted.

INCREASE OF CAPITAL

10. Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all shares created on any increase of capital shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien, and otherwise as if they had been part of the original capital.

GENERAL MEETINGS

11. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the company.
12. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
13. Every Director shall be entitled to receive notice of and attend all General Meetings of the Company, notwithstanding that he is not a member, and Clause 134 of

Part I of Table A shall be deemed to be modified accordingly.

14. Subject to any special rights and restrictions as to voting attached to any class of shares on a show of hands every member who is present in person or by proxy shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

DIRECTORS

15. There shall not be less than two Directors unless and until otherwise determined by the Company in General Meeting.
16. No Director shall be required to vacate office or be ineligible for re-election as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.
17. Each Director shall have the power to nominate another Director, or any other person approved by the Directors to act as alternate Director, in his place, at any meeting of the Directors or committee of Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors or committee of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also (where a quorum is more than two) be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director except only where the Director by whom he has been appointed is re-appointed immediately upon retirement. All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or revoking such appointment left at the Registered Office of the Company.
18. Every instrument appointing an alternate Director shall as nearly as circumstances will admit, be in the following form or to the effect following.

"

LIMITED.

"I, the Director of the above-named Company, in pursuance of the power to that behalf contained in the Articles of Association of the Company, do hereby nominate and appoint

of
"to act as alternate Director in my place at any meeting or
"committee of the Directors which I am unable to attend and
"to exercise all my duties as a Director of the Company.

"Signed this day of 19 ."

19. The office of a Director shall be vacated:-

- (A) If subject to the terms of any agreement between a Director and the Company by notice in writing to the Company he resigns his office.
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (C) If he is found lunatic or becomes of unsound mind.
- (D) If he absents himself from the meetings of the Directors continuously for a period of six calendar months without special leave of absence from the other Directors, and they pass a Resolution that he has, by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (F) If he is removed by Ordinary Resolution of the Company as provided by Clause 96 of Part I of Table A.
- (G) If he is removed by Extraordinary Resolution of the Company.

20. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

21. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally.

22. In Clause 84(2) of Part I of Table A there shall be inserted at the end of sub paragraph (d) the word "or" and immediately thereafter a new paragraph (e) as follows:-

"(e) Any such Fund or Scheme as is referred to in Article 24 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employee to which such Scheme or Fund relates".

23. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a Director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the Directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

24. (1) The Directors may procure the establishment and maintenance of any non-contributory or contributory pension of superannuation funds or life insurance scheme for the benefit of, and the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time Directors or officers of or in the employment or service in any capacity of the Company, or of any subsidiary company of the Company or of the predecessors in business of the Company or any subsidiary company and the wives, widows, families or dependants of any such persons.

(2) The Directors may also procure the establishment and subsidy of or subscription to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(3) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other Company as aforesaid.

APPOINTMENT AND REMUNERATION OF EXECUTIVE DIRECTORS.

25. The Directors may, from time to time, appoint one or more of their number to be the holder of any executive office (including the office of Managing Director) on such terms and for such period as they may determine and the Directors may also from time to time (subject to the provisions of any contract of service between him or them and the Company) remove him or them from office and appoint another or others in his or their place or places. A

... appointed shall not whilst holding executive office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically terminated if he ceases from any cause to be a Director.

26. The remuneration of an Executive Director (including a Managing Director) of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or by way of retiring salary or provision for a pension or pensions for himself or his dependants, or by any of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to any remuneration to which he may be entitled as a Director of the Company.

ASSOCIATE DIRECTORS

27. Without prejudice to the other powers both general and special conferred by these presents the Directors shall have power at any time and from time to time to appoint any of the managers or other employees of the Company to attend meetings of Directors and to advise and assist the Directors. Any person so appointed (hereinafter called an "Associate Director") shall not be a member of the Board of Directors, and shall not require any qualification, and shall not be entitled to vote at meetings of Directors. Subject as aforesaid the Directors may define and limit the powers and duties of the Associate Directors, and may determine their remuneration as the Directors may feel appropriate. An Associate Director shall not be subject to retirement by rotation nor shall he be taken into account in calculating either the number of Directors or the number of Directors to retire annually but he shall cease to hold the office of Associate Director on his ceasing to be employed by the Company or on a resolution of the Board of Directors removing him from office. So much of these presents as relate to the Directors shall not mean or extend to or be read or construed to mean or to extend to an Associate Director.

BORROWING POWERS

28. The Proviso to Clause 79 of Part I of Table A shall be deemed to be deleted.
29. Clause 89 of Part I of Table A shall be modified by inserting after the words "then the number nearest" the words "but not greater than" and by inserting at the end of the Clause the words "a Director retiring at a meeting shall retain office until the close of the meeting at which he retires."

NOTICES

30. In Clause 131 of Part I of Table A the second sentence thereof shall be deemed to be deleted, and the following substituted therefor: "Any notice or other document, if served by post, shall be deemed to have been served on the day on which the letter, envelope, or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter".
31. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Company or such other officer at the Registered Office of the Company.

Price Waterhouse



14984 98

23 December 1989

PRIVATE AND CONFIDENTIAL

The Directors
Autotork Controls Limited
Britannia Works
PO Box 27
Huddersfield
HD2 2UR

Dear Sirs,

We hereby give notice that we tender our resignation as auditors of your Company with effect from the date hereof.

In accordance with Section 390 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of the Company.

We enclose a signed copy of this letter so that you may send it to the Registrar of Companies.

Yours faithfully,

Price Waterhouse

PRICE WATERHOUSE

AEP/BJ/KJM



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--	--	--

1498498

Name of company

* AUTOTORK CONTROLS LIMITED

* Insert full name
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	2
---	---	---	---

Note
Please read notes
1 to 4 overleaf
before completing
this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	1	2	1	9	8	9
---	---	---	---	---	---	---	---

† delete as
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed *John Boyd*

Designation: *DIRECTOR*

Date *3/7/1989*

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

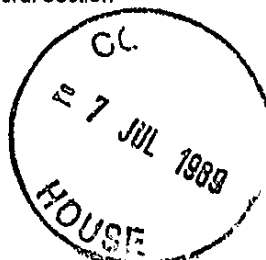
Presentor's name address and
reference (if any):

Maclay Murray & Spens,
Solicitors,
Hogarth House,
43 Queen Street,
EDINBURGH. EH1 3NH
IGL/58,042-3

For official Use

General Section

Post room



Notes

- 1 Under section 225(1) of the Companies Act 1985, at any time during one of its accounting reference periods a company can give notice to the registrar of companies specifying a new date ("the new accounting reference date") on which that period is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end), and on which subsequent accounting reference periods are also to be treated as coming to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.
- 2 The notice can **shorten** the current accounting reference period. But, unless the company is subject to an administration order or unless the Secretary of State directs otherwise, a notice can **extend** a current accounting reference period only if EITHER
 - (a) the company giving the notice is a subsidiary or holding company of another company, and the new accounting reference date coincides with the accounting reference date of the other company, or

- (b) no previous accounting reference period of the company has been extended by virtue of a previous notice given by the company under section 225, or
- (c) the notice is given not less than 5 years after the date on which any earlier accounting reference period of the company which was so extended came to an end.

- 3 Unless the company is subject to an administration order, a current accounting reference period cannot be extended so as to make it longer than 18 months

- 4 The date shown in the boxes on the form should be completed in the manner shown below.

Day Month

0	5	0	4
---	---	---	---

Day Month Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ

DORMANT COMPANY RESOLUTION

Company Number 1498497

THE COMPANIES ACT 1985, SECTION 250

SPECIAL RESOLUTION OF

HOPKINSONS SPARES AND SERVICE LIMITED.

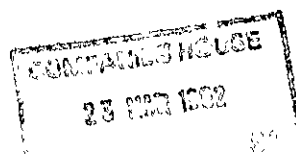
**AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY,
HELD ON THE 11th DAY OF MARCH 1992**

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

The accounts of the company for the financial year ending 31st December 1990 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.


Secretary

11th March 1992



DORMANT COMPANY RESOLUTION

Company Number 1493498

THE COMPANIES ACT 1985, SECTION 250


SPECIAL RESOLUTION OF

AUTOTORK CONTROLS LIMITED.

AT A GENERAL MEETING OF THE ABOVE NAMED COMPANY,
HELD ON THE ON THE 11th DAY OF MARCH 1992

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

The accounts of the company for the financial year ending 31st December 1990 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts.


Secretary

11th March 1992

