

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

AVIS PENSION TRUSTEES LIMITED

(As amended by Special Resolution passed on 30 January 1998)

PRELIMINARY

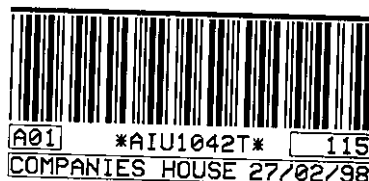
1. The company shall be a private company within the meaning of the Companies Act 1948 to 1980.
2. Regulations 22, 24, 28, 58, 69, 71, 75, 77, 84(2), 84(3), 84(4), 84(5), 86, 87, 88, 89, 90, 91, 92, 93, 94, 106, 107, 113, 131 and 133 of Table A in the First Schedule to the Companies Act 1948 as amended (hereinafter referred to as "Table A") shall not apply to the company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the company.

SHARES

3. The directors shall have authority to allot grant options over or otherwise dispose of any unissued shares in the initial authorised share capital of the company to such persons at such times and on such conditions as they think proper within a period of five years after the incorporation of the company subject to the provisions of these Articles. The company may by ordinary resolution at any time extend, renew or revoke this authority subject to the provisions of the Companies Act 1980.
4. Subsections (1), (6) and (7) of section 17 of the Companies Act 1980 shall not apply to any allotment of equity securities in the company.
5. No fee shall be payable on the issue of any share certificate or registration of any share transfer and regulations 8, 9 and 25 of Table A shall be amended accordingly.

TRANSFER OF SHARES

6. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not such share is a fully paid share.



7. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

TRANSMISSION OF SHARES

8. The provisions of regulation 30 of Table A shall apply to any person becoming entitled to a share in consequence of the merger or consolidation of any member being a corporation as they apply to any person becoming entitled to a share in consequence of the death or bankruptcy of a member.

PROCEEDINGS AT GENERAL MEETINGS

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or any other member present in person or proxy and entitled to vote. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in such vote.
10. In regulation 62 of Table A the words 'or by proxy' shall be inserted after the words 'every member present in person'.
11. The instrument appointing a proxy shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

DIRECTORS

12. Unless and until otherwise determined by the company in general meeting the number of directors shall not be less than one nor more than ten and the names of the first director or directors shall be determined in writing by the subscribers to the memorandum of association of the company. If at any time and from time to time there shall be only one director of the company, such director may act alone in exercising all the powers and authorities vested in the directors.
13. A director shall not be required to hold any shares in the capital of the company to qualify him for office.

BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Table A shall be omitted.

POWERS AND DUTIES OF DIRECTORS

15. No director shall be disqualified by his position as director from entering into any contract or arrangement with the company and a director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute benefit all profits and advantages accruing to him therefrom. A director may hold any other office or place of profit under the company other than that of auditor on such terms as to remuneration and otherwise as shall be determined by the directors.

PENSIONS AND ALLOWANCES

16. The directors may grant retiring pensions or annuities or other allowances including allowances on death to any person or to the widow or dependants of any person in respect of services rendered by him to the company as managing director manager or in any other executive office or employment in the company or indirectly as an executive officer or employee of any subsidiary or associated company of the company or of its holding company (if any) or of any predecessor in business of the company notwithstanding that he may be or may have been a director and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such person.

RETIREMENT OF DIRECTORS

17. The office of a director shall be vacated in any of the following events namely:
- (a) if he becomes prohibited by law from acting as a director;
 - (b) if (not being a managing director holding office as such for a fixed term) he resigns by writing under his hand left at the registered office;
 - (c) if he has a receiving order made against him or compounds with his creditors generally;
 - (d) if he becomes of unsound mind;
 - (e) if he is removed from his office by notice in writing delivered at the registered office of the company and signed by Avis Rent A Car Limited.

18. The company may from time to time by ordinary resolution increase or reduce the number of directors.
19. The last sentence of regulations 95 and 97 of Table A shall not apply to the company.
20. The last sentence of regulation 98 of Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed or approved by letter telegram telex or cablegram by all the directors or their alternates shall be as effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors or their alternates.
22. The following provision shall apply in lieu of regulation 99 of Table A: 'The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be four. In the event of there being a sole director then the quorum necessary for the transaction of business shall be one.'
23. The directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company.
- 23A. The words 'The directors may elect a chairman of their meetings and determine the period for which he is to hold office' in regulation 101 of Table A shall be replaced by the words 'Avis Rent A Car Limited may appoint a chairman of the meetings of the directors and determine the period for which he is to hold office.'

MANAGING DIRECTOR

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

ALTERNATE DIRECTORS

25. Avis Rent A Car Limited shall have the power to appoint a person to act as alternate director in the place of any of the directors and on such appointment being made the alternate director shall be subject in all respects to the terms and conditions existing with reference to the other directors of the company and each alternate director while so acting shall exercise and discharge all the functions powers and duties of the directors whom he represents. Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate. An alternate director shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director. All appointments and removals of alternate directors shall be effected by instrument in writing delivered at the registered office of the company and signed by Avis Rent A Car Limited.

THE SEAL

26. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of two of the directors, or if there is only one director, of that director. Every instrument to which the seal shall be affixed shall be signed by a director or by some other person appointed by the directors for the purpose and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose. The instrument may be signed or countersigned before or after the affixation of the seal.

NOTICES

27. A notice may be given by the company to any member either personally or by sending it by post, by telex or by cable to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the expiration of seventy two hours after the letter containing the same is posted. Where a notice is sent by telex or by cable, service of the notice shall be deemed to be effected by properly addressing and despatching a telex or cable containing the notice and to have been effected at the expiration of twenty four hours after the telex or cable containing the same is transmitted or despatched.
28. A notice may be given by the company to the persons entitled to a share in the consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

29. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member who has supplied an address to the company. Paragraphs (a) and (c) of regulation 134 of Table A shall be modified accordingly.