

No. 1839082

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

- of -

ALL THE MEMBERS

- of -

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

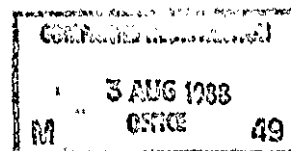
(DATED 25.7.1988)

The following resolution was agreed to and signed by all the members of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a SPECIAL RESOLUTION at a general meeting of the above-named Company:-

RESOLUTION

THAT:-

- (a) the provisions of the Memorandum of the Company with respect to the objects of the Company be altered by deleting the existing sub-clauses (A) to (D) of Clause 3 of such Memorandum and by substituting therefor the new sub-clauses (A) to (D) of Clause 3 set out in the document laid before the meeting and for the purpose of identification signed by a director of the Company; and



- (b) the regulations contained in the document annexed hereto and for the purpose of identification signed by a director of the Company be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

.....*Cheng Hwang*.....

Director

1839082

Gray/Hammy
Dilemma

The Companies Acts 1948 to 1983

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

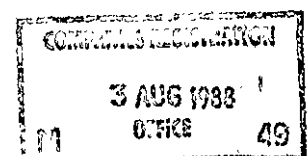
of

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

1. *The name of the Company is "SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES 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 undertake the office of trustee of "The Synthetic Chemicals Pension Scheme".
 - (B) To undertake the office of trustee of any other retirement benefits scheme or arrangement for employees in which Synthetic Chemicals Limited or any of its subsidiary and associated companies may be interested.
 - (C) To exercise the powers of investing any monies forming part of the Scheme and of transposing and varying any such investments.
 - (D) To do all such other things as, in the opinion of the Board of Directors of the Company, are incidental or as may be thought conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

* The name of the Company was changed on 31 March 1988 from Synthetic Chemicals Staff Pension Scheme Trustees Limited.

** Sub-clauses (A) to (D) of Clause 3 were substituted for the existing sub-clauses (A) to (C) by written resolution of all the members of the Company dated 25 July 1988.



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
ROBERT SEYMOUR FAWSETT 1 Gresham Street LONDON EC2V 7BU Solicitor	One
HUGH GILBERT ARTHUR 1 Gresham Street LONDON EC2V 7BU Solicitor	One

Dated this 16th day of July 1984

Witness to the above signatures:-

YVONNE MAY JONES
1 Gresham Street
LONDON
EC2V 7BU

Secretary

18.39082

C. King
Director

The Companies Acts 1948 to 1983

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SYNTHETIC CHEMICALS PENSION SCHEME TRUSTEES LIMITED

(adopted by written resolution of all the members dated 25 July 1988)

PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 24, 65 to 69, 72 to 80, 82, 84, 87, 89 to 91 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

TRANSFER OF SHARES

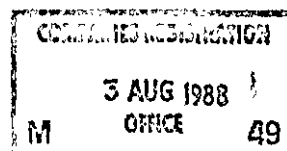
4. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

DIRECTORS

5. (1) In this Article the following expressions have the following meanings:-

"the ASTMS" means a representative body of the Association of Scientific, Technical and Managerial Staffs.

"the AUEW" means the Amalgamated Union of Electrical Workers.



- "the EETPU" means the Electrical, Electronic, Telecommunications and Plumbing Union.
- "the GMBATU" means the General, Municipal, Boilermakers and Allied Trades Union.
- "the TGWU" means the Transport and General Workers Union.
- "the Scheme" means The Synthetic Chemicals Pension Scheme.

- (2) So long as the Company is trustee of the Scheme, and so long as Synthetic Chemicals Limited is under a liability to contribute to the Scheme, the provisions of this Article shall govern the appointment of Directors.
- (3) The number of Directors of the Company shall be eleven.
- (4) Synthetic Chemicals Limited shall have the power to appoint six of the Directors. It may also remove any or all of the Directors so appointed and may appoint any person to fill any vacancy in the number of Directors so appointed. Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries a Director appointed pursuant to this paragraph (4) of Article 5 shall ipso facto cease to hold office unless before the date of such cessation of employment Synthetic Chemicals Limited has given notice in writing to the Company Secretary, signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, that the relevant Director's appointment is not so to cease on cessation of employment.
- (5) One Director shall be appointed and removed by Synthetic Chemicals Limited in the same manner described in paragraph (4) of Article 5 and must be a member of the supplemental section of the Scheme. On ceasing to be a member of the supplemental section of the Scheme a Director appointed pursuant to this paragraph 5 of Article 5 shall ipso facto cease to hold office and he shall also so cease to hold office on ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries unless before the date of such cessation of employment Synthetic Chemicals Limited has given notice in writing to the Company Secretary, signed by either the Managing director or the Personnel Director for the time being of Synthetic Chemicals Limited, that such Director's appointment is not so to cease on cessation of his employment.
- (6) As regards the other four Directors:-
- (i) one Director shall be appointed and may be removed with the consent in either case of Synthetic Chemicals Limited (which shall not be unreasonably withheld) by a committee

consisting of the joint Shop Stewards together representing the AUEW, the GMBATU and the TGWU. Such Director must be a Member of the Scheme and must be employed at Four Ashes by Synthetic Chemicals Limited or by one of its subsidiaries;

(ii) one Director shall be appointed and may be removed with the consent in either case of Synthetic Chemicals Limited (which may not be unreasonably withheld) by a committee consisting of the joint Shop Stewards together representing the EETPU and the GMBATU. Such Director must be a Member of the Scheme and must be employed at Knottingley by Synthetic Chemicals Limited or by one of its subsidiaries.

(iii) two Directors shall be appointed and may be removed by the ASTMS with the consent in either case of Synthetic Chemicals Limited (which shall not be unreasonably withheld). Each of such Directors must be a Member of the Scheme and one of them must be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes and the other must be so employed at Knottingley.

Any such appointment or removal shall be made by notice in writing given to the Company Secretary and signed by one or more duly authorised representatives of the relevant Unions and countersigned by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited. On ceasing to be a Member of the Scheme or on ceasing to be employed by Synthetic Chemicals Limited or by one of its subsidiaries at Four Ashes or at Knottingley as required by the foregoing provisions a Director appointed pursuant to this paragraph (6) of Article 5 shall ipso facto cease to hold office.

(7) All the Directors shall retire from office at the end of the Annual General Meeting of the Company for 1989 and at the end of the Annual General Meeting in every third year thereafter.

(8) The Directors may act notwithstanding any vacancy in their body.

6. The quorum necessary for the transaction of the business of the Directors shall be six of whom one is the Chairman or the Vice-Chairman of the Board of Directors of the Company, two of whom are Directors appointed pursuant to paragraph (4) of Article 5 (whether or not one of them is also the Vice-Chairman of the Board of Directors of the Company), and three of whom are Directors appointed pursuant to paragraphs (5) or (6) of Article 5.

7. The Chairman and the Vice-Chairman of the Board of Directors of the Company shall each be appointed by Synthetic Chemicals Limited from the Directors appointed pursuant to paragraph (4) of Article 5 and may each be removed by Synthetic Chemicals Limited. Any such appointment or removal shall be made by notice in writing addressed to the Company Secretary and signed by either the Managing Director or the Personnel Director for the time being of Synthetic Chemicals Limited, and shall take effect when deposited at the registered office of the Company.

8. The Directors may delegate any of their powers to such persons (whether Directors or not) as they think fit.
9. A Director shall not be entitled to any remuneration in respect of his services.
10. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

RETIREMENT OF DIRECTORS

11. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age.