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Number of Company

1894381

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The Companies Act 1985

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SOL
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

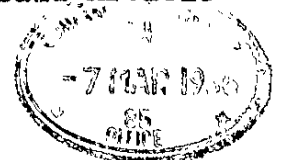
EURO AIR SYSTEMS LIMITED

AT an Extraordinary General Meeting of the above-named Company held on 24th February 1986 the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

THAT:

1. the capital of the Company be increased from £100 to £20,000 by the creation of 19,900 Ordinary Shares of £1 each having attached thereto the rights as set out in the Articles of Association of the Company as proposed to be adopted by the Special Resolution set out below;
2. notwithstanding any inderogation of the provisions of the Articles of Association of the Company:-
 - 2.1 in accordance with Section 80 of the Companies Act 1985 the Directors of the Company be and are hereby unconditionally authorised to allot 19,998 Ordinary Shares of £1 each at any time during the period of five years from the date hereof; and
 - 2.2 in accordance with Article 5.1 of the Articles of Association of the Company as proposed to be adopted by Special Resolution set out below the Directors be and are hereby authorised to allot the said shares as if the said Article did not apply to such allotment.



3. that the provisions of the Memorandum of Association be altered by deleting Clause 3 of such Memorandum and by substituting therefor the new Clause 3 which is set out in the document submitted to the Meeting and marked 'A' and for the purpose of identification signed by the Chairman thereof; and
4. that the regulations contained in the document produced to the Meeting and for the purpose of identification a copy of which has been subscribed by the Chairman and marked 'B' be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.



Chairman of the Meeting

'A' R.L. Hardwell.

Certificate No: 1894381

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

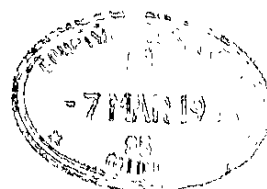
-of-

EURO AIR SYSTEMS LIMITED

(As amended by Special Resolution passed on 24th February)
1986

Incorporated on 12th March 1985

Evershed & Tomkinson
Solicitors
Birmingham B3 3LX



The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

EURO AIR SYSTEMS LIMITED

(As amended by Special Resolution passed on 24th February 1986)

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1. The name of the Company is EURO AIR SYSTEMS LIMITED.
 2. The registered office of the Company will be situate in England and Wales.
 3. The objects for which the Company is established are:-
 - 3.1
 - 3.1.1 To carry on business as manufacturers, importers, exporters, wholesalers, retailers, repairers, installers and distributors of air handling units, air conditioning, heating, ventilating and temperature control plant, apparatus and instruments, gas, electric, coal and oil burning heating apparatus and fittings of all descriptions, sanitary and bathroom fittings and equipment, stoves, boilers, pipes, taps, fibre glass and all types of insulation and acoustical materials, windows, double glazing, sectional buildings, conservatories, car parks, sheds, garages, fire alarms, fire escapes, fire extinguishers, and any articles, fittings and equipment of commercial, personal, manufacturing and household use.
 - 3.1.2 To carry on business as plumbers, central heating engineers, metal and alloy makers, refiners and workers, mechanical, electrical and general engineers, joiners, woodworkers, builders, decorators, painters, glaziers, ironmongers and hard ware dealers, china, glass and earthenware dealers and to undertake and execute agency and commission work.
 - 3.2 Either directly or indirectly (including, but without prejudice to the generality of the foregoing, through the

medium of any one or more subsidiary or associated companies) to enter into, carry on, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, activities and businesses of every description and generally to do all such things whatsoever as, in the opinion of the Directors of the Company, may be advantageously carried on by the Company or are calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.

- 3.3 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
- 3.4 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- 3.5 To erect, construct, lay down, maintain, enlarge, alter, pull down, remove or replace all such buildings or other works or plant and machinery as may be necessary or convenient for the Company's business, and to contribute to or subsidise the doing of any such things.
- 3.6 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business.
- 3.7 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- 3.8 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, or any other securities which the

Company has power to issue by way of mortgage and also by way of security for the performance of any contracts or obligations of the Company or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- 3.9 To lend, invest and deal with the moneys of the Company upon such securities and in such manner as may from time to time be determined and to advance money or give credit to such persons and on such terms as may seem expedient.
- 3.10 To receive money on deposit or loan upon such terms as the Company may approve and to give whether gratuitously or otherwise guarantees or indemnities and whether in respect of its own obligations or those of some other person or company.
- 3.11 To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company (each such expression being defined as aforesaid) or the dependants or connections of any of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions, insurances and other benefits for any such persons as aforesaid, their dependants or connections and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors of the Company, be calculated directly or indirectly to benefit the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid and to institute and maintain any club or other establishment or profit sharing or incentive scheme calculated to advance the interests of the Company or its officers or employees or the officers or employees of any such holding company or subsidiary as aforesaid.
- 3.12 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 3.13 To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 3.14 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation with

or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- 3.15 To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- 3.16 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- 3.17 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of this Company.
- 3.18 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.
- 3.19 To pay all or any of the incorporation and other preliminary expenses of the Company.
- 3.20 To do all or any of the above things in any part of the world and either as principals, agents, trustees, nominees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- 3.21 To do all such other things as are incidental or conducive to the above objects or any of them.

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, Government or any statutory, municipal or public body, any body corporate, association, syndicate or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate distinct and independent 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. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

Note: By Special Resolution passed on 24th February 1986 the share capital of the Company was increased from £100 to £20,000 by the creation of an additional 19,900 Ordinary Shares of £1 each

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 COLIN HARDWARE
22 Lisures Drive
Sutton Chase
Sutton Coldfield
West Midlands
Heating Engineer

ONE

RICHARD ANDREW MORRIS
4/6 High Street
Sutton Coldfield
West Midlands
Solicitor

ONE

DATED the 25th day of January 1985

WITNESS to the above signatures:

BELINDA ANN PUCCI
8 Elunda Grove
Chasetown
Staffs.
Secretary

'B' R. L. Hancock

Certificate No.: 1894381

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

EURO AIR SYSTEMS LIMITED

(Adopted by Special Resolution passed on 24th February)
1986

Incorporated on 12th March 1985

Evershed & Tomkinson
Solicitors
Birmingham B3 3LX



The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

-of-

EURO AIR SYSTEMS LIMITED

(Adopted by Special Resolution passed on 24th February)
1986

PRELIMINARY

1. The regulations contained in Table A to any Companies Act or Companies (Consolidation) Act prior to the Companies Act 1985 shall not apply to the Company. The Articles hereinafter contained, and subject as hereinafter provided, the regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 as amended by any statutory instruments brought into effect on or before the date of adoption of these Articles (hereinafter referred to as "Table A") shall constitute the regulations of the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.
2. Regulations 2, 24, 32, 40, 50, 54, 64, 73 to 78 (inclusive), 80, 81, 88, 89, 94 to 97 (inclusive), 111 and 115 of Table A shall not apply to the Company.
3.
 - 3.1 In regulation 1 of Table A the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".
 - 3.2 In these regulations, where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up.

SHARE CAPITAL

4.
 - 4.1 The share capital of the Company at the time of the adoption of these Articles is £20,000 divided into 20,000 Ordinary Shares of £1 each.

- 4.2 Subject to the provisions of Articles 5 and 6 and Section 80 of the Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.
- 4.3 Pursuant to Section 80 of the Act, the Directors are hereby given general authority to allot up to 19,998 Ordinary Shares of £1 each in the capital of the Company in accordance with Article 4.2 in addition to shares shown in the Memorandum of Association to have been taken by the subscribers thereto, such authority to expire not later than 60 months after the date of adoption of these Articles.
- 4.4 The words "or by special resolution" shall be inserted after the words "as may be provided by the articles " in regulation 3 of Table A.
5. 5.1 Subject to any direction to the contrary which may be given by the Company by Special Resolution and subject and without prejudice to the provisions of regulation 110 of Table A and Article 5.2 hereof, any shares in the capital of the Company which are for the time being unissued shall be available for issue only as shares identical in all respects to the existing Ordinary Shares of the Company, and shall, before issue, be offered to the members in proportion, as nearly as may be, to the number of shares held by them respectively. The offer, which shall be in writing, shall specify the number of shares offered and the price per share and limit the time (not being less than 28 days after service) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that time, or on the receipt of an intimation from any person to whom the offer is made that he declines to accept the shares offered or any of them, the Directors shall offer the shares so declined or deemed to have been declined in like manner to such of the other members as accepted the original offer in full. If any of the shares comprised in such further offer are declined or deemed to be declined the Directors may dispose of those shares in such manner as they think most beneficial to the Company.
- 5.2 No Shares shall be issued to any infant, bankrupt or person of unsound mind.
- 5.3 The provisions of sub-section (1) of Section 89 and of Section 90 of the Act shall not apply to the Company.
6. The Company is a private company to which Section 81 of the Act applies and accordingly:-
- 6.1 any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
- 6.2 any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

is prohibited.

LIEN

7. In regulation 8 of Table A the words and brackets "(not being a fully paid share)" shall be omitted.

TRANSFER OF SHARES

8. Any direction (by way of renunciation, nomination or otherwise) by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purpose of these Articles be deemed a transfer.

9. 9.1 The Directors may in their absolute discretion and without assigning any reason therefor refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve, and they may also refuse to register the transfer of a share where the Company has a lien on such share. They may also refuse to register a transfer unless:-

- (a) it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in respect of only one class of shares; and
- (c) it is in favour of not more than four transferees.

- 9.2 No shares may be transferred to any infant, bankrupt or person of unsound mind.

10. 10.1 Subject to the provisions of Article 9:-

10.1.1 any share may be transferred at any time by a corporation to a member of the same group. For the purposes of this Article 10.1.1, the expression "a member of the same group" means in relation to the transferor company a company which is for the time being a holding company (as defined in Section 736 of the Act) of the transferor company or a subsidiary (as defined in that Section) of the transferor company or of any such holding company;

10.1.2 any share may be transferred with the agreement in writing of all the members for the time being;

10.1.3 any share comprised in a transfer notice (as defined in Article 11.1) may be transferred by a member to any other member who has agreed to purchase the same through and in accordance with the procedure prescribed in Articles 11.2 and 11.3.

- 10.2 The Directors shall register a transfer made in accordance with the foregoing provisions of this Article but, save as aforesaid, none of the shares of the Company shall be transferred except with the approval of the Directors. The Directors shall have an absolute discretion in giving or withholding such approval and need not assign any reason therefor.
11. Except in the case of a transfer of shares expressly authorised by Articles 10.1.1 and 10.1.2, the right to transfer shares in the Company shall be subject to the following restrictions, namely:-
- 11.1 Before transferring any interest in any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same and the transfer notice shall constitute the Company his agent for the sale of the shares therein mentioned (together with all rights then attached thereto) at the prescribed price (as hereinafter defined) to any members selected in accordance with the following provisions of this Article 11. The proposing transferor may, unless the transfer notice has been given or deemed to have been given pursuant to any of the provisions of Article 12, withdraw the transfer notice within 14 days after any auditors' certificate is issued in connection with the transfer notice under Article 11.6 but save as aforesaid a transfer notice once given or deemed to be given shall not be revocable except with the consent of the Directors.
- 11.2 All shares mentioned in any transfer notice shall be offered for sale by the Company at the prescribed price to all members (other than (a) the member by whom or in respect of whose shares the transfer notice has been given or deemed to be given and (b) any member to whom under the provisions of Article 9.2 shares may not be transferred) on the terms that in case of competition the shares so offered shall be sold to the members accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of shares. All offers of shares under this Article 11.2 shall be made by notice in writing and every such offer shall limit a time (not being less than 14 days nor more than 28 days) within which the offer must be accepted or in default will lapse.
- 11.3 11.3.1 If the Company shall within the prescribed period (as hereinafter defined) find members as aforesaid (hereinafter called "purchasers") willing to purchase the shares concerned or any of them and shall give notice in writing thereof to the proposing transferor he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasers thereof. Every such notice shall state the name and address of the purchaser and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be appointed by the Directors not being less than 14 days nor more than 28 days after the date of such notice or

(where necessary) so soon thereafter as the prescribed price shall have been determined. Provided always that if the transfer notice shall state that the proposing transferor is not willing to transfer part only of his shares comprised in the transfer notice the foregoing provisions of this Article 11.3.1 shall not apply unless the Company shall have found purchasers for in aggregate the whole of such shares.

11.3.2 If in any case a proposing transferor after having become bound to transfer any shares to a purchaser shall make default in transferring such shares the Directors may authorise some person to execute on behalf of and as attorney for the proposing transferor any necessary transfers and may receive the purchase money and shall thereupon cause the name of the purchaser to be entered in the register of members as the holder of such shares and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after the name of the purchaser has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

11.4 If the Company shall not within the prescribed period find purchasers willing to purchase all the shares and give notice in writing thereof to the proposing transferor or if the Company shall within the prescribed period give to the proposing transferor notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the proposing transferor at any time thereafter up to the expiration of 3 months after the prescribed period shall be at liberty to transfer those shares for which the Company has not given notice that it has found (or has given notice that it has no prospect of finding) purchasers to any person and at any price (not being less than the prescribed price) but subject to the provisions of Articles 9 and 10.2.

11.5 The expression "the prescribed period" shall mean a period of 3 months from the date on which the transfer notice is given or deemed to be given or from the date of the auditors' certificate if the prescribed price is referred to the auditors in accordance with Article 11.7.

11.6 The expression "the prescribed price" shall mean such sum (apportioned per share) as shall be agreed upon between the proposing transferor and the Directors or in default of such agreement (or if the transfer notice has been deemed to have been given pursuant to Article 12.2) as shall be certified in writing pursuant to the provisions of Article 11.7 as being a fair price as between a willing seller and a willing buyer calculated on the basis of a valuation of the Company as a going concern at the date of the transfer notice (after taking into account any contingent liability of the Company for taxation on unrealised capital gains and any other

contingent taxation liability of the Company) and multiplying such valuation by the fraction the numerator of which shall be the nominal value of the shares comprised in the transfer notice and the denominator of which shall be the nominal value of all the shares of the Company in issue at such date.

11.7 If the proposing transferor and the Directors shall be unable to agree the prescribed price within 21 days after the transfer notice has been given (or if the transfer notice has been deemed to have been given pursuant to Article 12.2) the calculation of the prescribed price in accordance with Article 11.6 shall be referred to the Company's auditors acting as experts and not as arbitrators whose decision thereon shall be certified in writing to the proposing transferor and the Directors and be binding on them. The auditors shall be entitled, if thought fit, to obtain professional valuations of any of the Company's assets. The fees and expenses of the auditors (including expenses of any such valuation) shall be borne as to one-half by the proposing transferor and as to the balance amongst the purchasers of the shares sold pursuant to the transfer notice in proportion to the numbers of the shares purchased by them respectively or if there are no such purchasers such remaining half shall also be borne by the proposing transferor provided that where a transfer notice shall be deemed to have been given pursuant to Article 12.2 of the whole of such fees and expenses shall be borne amongst the purchasers of the shares sold pursuant to the transfer notice in proportion to the numbers of the shares purchased by them respectively.

12. 12.1 12.1.1 Subject to the provisions of Article 10, a person entitled to a share in consequence of the bankruptcy of a member shall be bound to give a transfer notice in respect of all the shares then registered in the name of the bankrupt member.
- 12.1.2 Subject to the provisions of Article 10, a person entitled to a share in consequence of the death of a member shall be bound at any time after the expiration of one year from the date of such death to give a transfer notice in respect of all the shares then registered in the name of the deceased member.
- 12.1.3 Subject to the provisions of Article 10, a member which is a body corporate shall be bound at any time after it has gone into liquidation (not being a liquidation for the purposes only of amalgamation or reconstruction) or similar status in the country of its incorporation to give a transfer notice in respect of all the shares then registered in the name of such member.
- 12.2 In any case where a transfer notice has been duly required to be given under this Article 12 in respect of any shares and such transfer notice is not given within a period of one month, such transfer notice shall (except and to the extent that a transfer of any of such shares in favour of a person

to whom they may be transferred pursuant to Article 10.1 shall have been lodged prior to the expiration of the said period) be deemed to have been given at the expiration of the said period.

ALTERATION OF SHARE CAPITAL

13. The Company may by Special Resolution:-
- (a) increase its share capital by new shares of such amount as the Resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PROCEEDINGS AT GENERAL MEETINGS

14. 14.1 No business shall be transacted at any Meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 14.2 In regulation 41 of Table A the words "shall stand adjourned to the same day in the next week" shall be omitted and shall be replaced by the words "shall stand adjourned to the same day in two week's time" and the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the member or members present in person or by proxy shall be a quorum and will constitute a valid meeting for all purposes" shall be inserted immediately following the words "as the Directors may determine".
15. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be altered accordingly.
16. 16.1 The words and figures "Subject to regulation 51 of these regulations" shall be inserted before the words "A poll shall be taken" in regulation 49 of Table A.
- 16.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall not be entitled to a casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

17. Subject to any rights or restrictions attached to any shares, on a

show of hands every member entitled to vote who is present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and, on a poll, each member shall have one vote for every share of which he is the holder.

18. A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

NUMBER OF DIRECTORS

19. The number of the Directors (other than alternate directors) shall not be less than 4 nor more than 6.

DIRECTORS

20. A Director shall not require a share qualification.
21. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
22. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by extraordinary resolution remove any Director from office at any time and may (pursuant to Article 24) by ordinary resolution appoint another Director in his stead but such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. The Directors shall not be liable to retirement by rotation and accordingly the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in regulation 79 of Table A shall not apply to the Company.
24. Without prejudice to the powers of the Directors under regulation 79 of Table A, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. The office of a Director shall be vacated if:-
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors; or
 - (c) he is, or may be, suffering from mental disorder and either

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) (not being precluded from so doing by the terms of any contract with the Company) by notice in writing he resigns the office of Director; or
- (e) he is removed from office by a resolution duly passed pursuant to Section 303 of the Act or Article 22; or

REMUNERATION OF DIRECTORS

- 26. In addition and without prejudice to regulation 82 of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

DIRECTORS' GRATUITIES AND PENSIONS

- 27. The words and figures "Without prejudice to the generality of regulation 70" shall be inserted before the words "The Directors may provide benefits" in regulation 87 of Table A.

PROCEEDINGS OF DIRECTORS

- 28. 28.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless all Directors indicate their willingness to accept shorter notice of a meeting of Directors, at least 7 clear days' prior notice of the time and place of each meeting of Directors shall be given. The unanimous consent of the Directors is required to determine all questions arising at any meeting.
- 28.2 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of every meeting of the Directors shall be given to every Director in accordance with the provisions referred to in Article 33, but the non- receipt of notice by any Director shall not invalidate the proceedings at any meeting of the Directors.
- 29. The quorum necessary for the transaction of the business of the Directors shall be four Directors or their respective alternates present throughout the meeting at which the business is to be transacted. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to

the same day in two weeks time, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Director or Directors and/or alternate Director or Directors present shall be a quorum and will constitute a valid meeting for all purposes. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

31. Provided a Director declares his interest therein in the manner provided by the Act he may vote as a Director at any Meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum at any such meeting where such a matter is under consideration.

BORROWING POWERS

32. Without prejudice to the generality of regulation 70 of Table A, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

NOTICES

33. 33.1 Any notice to be given to or by any person pursuant to the articles shall be in writing provided that a notice to a director need not be in writing if in any case that director indicates that notice in writing is not necessary.
- 33.2 In regulation 112 of Table A, the words "or by telex or facsimile" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of regulation 112 as so varied shall (*mutatis mutandis*) apply also to notices to Directors.
- 33.3 Where a notice is sent by first class 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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.

WINDING UP

34. In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

GENERAL

35. A person shall be "a person of unsound mind" for the purposes of Articles 5.2 and 9.2 if he is a person to whom, if he were a Director, the provisions of Article 25(c) would apply.