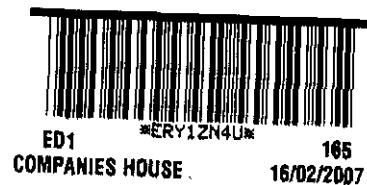


# THE COMPANIES ACT 1985



## MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

\* ~~ONAN INTERNATIONAL LIMITED~~  
Cummins Power Generation (UK) Limited

Registration No: 2058784

Incorporated on the 26th September 1986  
Re-printed as in force on 7 October 1992

\* Name changed by Special Resolution dated  
14 February 2007



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2058784

I hereby certify that

**POWER PRODUCTS (UK) LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**ONAN INTERNATIONAL LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 6 OCTOBER 1992

A. F. FLETCHER

an authorised officer



# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 2058784

I hereby certify that

**CUMMINS POWER PRODUCTS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**POWER PRODUCTS (UK) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 27 NOVEMBER 1989

A handwritten signature in cursive script, appearing to read 'M. Moss'.

MRS. M. MOSS

an authorised officer



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 2058784

I hereby certify that

QUICKREACH LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
CUMMINS POWER PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 29TH OCTOBER 1986

A handwritten signature in cursive script, appearing to read 'D. M. Wilkie'.

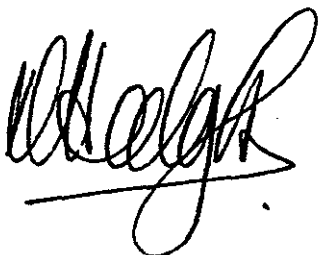
D. M. WILKIE  
an authorised officer

## Certificate of Non-trading

### TO WHOM IT MAY CONCERN

re: QUICKREACH LIMITED

Jordan & Sons Limited hereby certify that the above-named Company has not traded since incorporation and to this date has no outstanding debts or liabilities whatsoever.



D.S. HODGSON  
For Jordan & Sons Limited  
Company Formation Division

London Jordan House, Brunswick Place, N1 6EE. Telephone 01-253 3030. Telex 261010 DX 161 London  
Bristol 15 Pembroke Road, BS8 3BA. Telephone 0272-732861. Telex 449119 DX 78161 Bristol  
Birmingham 21 Bennetts Hill, B2 5QP. Telephone 021-632 6633. MDX 13101 Birmingham  
Cardiff 44 Whitchurch Road, CF4 3UQ. Telephone 0222-371901. Telex 498167 DX 33007 Cardiff  
Edinburgh Oswalds of Edinburgh Ltd, 24 Castle Street, EH2 3HT. Telephone 031-225 7308. Telex 72428  
Leeds 11 York Place, LS1 2DS. Telephone 0532 436116. DX 12072 Leeds  
Liverpool 3 Victoria Street, L2 5QF. Telephone 051-236 4564. DX 14000 Liverpool  
Manchester Suite 477, Royal Exchange, M2 7DD. Telephone 061 834 6623. Telex 668901 DX 14400 Manchester  
Newcastle upon Tyne Exchange Buildings, Quayside, NE1 3AQ. Telephone 0632-329394. DX61050 Newcastle  
Isle of Man Victory House, Prospect Hill, Douglas. Telephone 0624-24298. Telex 628344



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 2058784

I hereby certify that

QUICKREACH LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

26TH SEPTEMBER 1986

*E. Jones.*

MRS. E. J. JONES

an authorised officer

006331 / 50

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION OF

COMPANIES HOUSE

\* ~~=ONAN=INTERNATIONAL=LIMITED=~~  
Cummins Power Generation (UK) Limited

- \*  
"Cummins Power Generation (UK) Limited".
1. The Company's name is ~~"ONAN=INTERNATIONAL=LIMITED"~~.\*
  2. The Company's registered office is to be situated in England and Wales.
  3. The Company's objects are:-
    - (a) To carry on business as manufacturers, assemblers, distributors, dealers, hirers, repairers, cleaners and storers of all manner of engineering and electrical equipment, engines, generators, power plant, mechanical and electrical power conversion equipment, gasoline and diesel engines, electric generating sets and

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\*

The name of the Company was changed from "Quickreach Limited" to "Cummins Power Products Limited" on 29 October 1986.

By Special Resolution passed on 9<sup>th</sup> November 1989, the Company changed its name from "Cummins Power Products Limited" to "Power Products (UK) Limited".

The name of the Company was changed from "Power Products (UK) Limited" to "Onan International Limited" on 6 October 1992.

By Special Resolution passed on 14<sup>th</sup> February 2007, the Company changed its name from "Onan International Limited" to "Cummins Power Generation (UK) Limited".

other machinery, whether or not powered by electricity, diesel or gasoline; electrical and mechanical plant and equipment; together with parts, accessories, appliances, apparatus and all other things capable of being used in association or connection therewith, or independently and as general and electrical engineers, contractors and manufacturers in respect of all manner of goods and services.\*\*

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person,

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\*\* As amended by Special Resolution of the Company passed on 24 February 1987.



firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) 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 or fellow subsidiary of, or any other company associated in any way

with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (i) 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.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem

calculated directly or indirectly to prejudice the Company's interests.

- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stock, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 and 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give,

whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (w) To procure the Company to be registered or recognised in any part of the world.
- (x) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects of any of them.

And so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference

to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

- 4. The Liability of the Members is limited.
- 5. The Company's authorised share capital is £260,516 divided into 260,516 ordinary shares of £1 each.<sup>\*\*\*</sup>

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<sup>\*\*\*</sup> By Ordinary/Special Resolutions passed on 26 August 1992, the authorised share capital has been increased from £100 divided into 100 ordinary shares of £1 each to £260,516 divided into 260,516 ordinary shares of £1 each and Regulation 5 be amended accordingly.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names and addresses of Subscribers

Number of  
shares taken  
by each  
Subscriber

---

1. Michael Richard Counsell,  
15 Pembroke Road,  
Bristol BS99 7DX

- One

2. Christopher Charles Hadler,  
15 Pembroke Road,  
Bristol BS99 7DX

- One

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Total shares taken - Two

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Dated this 3rd day of March, 1986.

Witness to the above Signatures:-

Errol Sandiford,  
15 Pembroke Road,  
Bristol BS99 7DX



G:\SK\SK146.WP

Engrossed 7 October 1992

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

~~CUMMINS INTERNATIONAL LIMITED~~  
Cummins Power Generation (UK) Limited

~~=(adopted by a special resolution=  
passed on 21 October 1986)=~~

PRELIMINARY

1. The regulations contained in these Articles of Association shall constitute the regulations of the company. Table A is excluded for the purposes of Section 8(2) Companies Act 1985.
2. The company is a private company within the meaning of the Companies Act 1985.

INTERPRETATION

3. In these Articles:-

"the Act" means the Companies Act, 1985 (as modified or re-enacted from time to time).

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\*Adopted by Special Resolution on 14 February 2007.

"the Seal" means the common seal of the company.

"the United Kingdom" means Great Britain and Northern Ireland.

References herein to writing shall, unless the context otherwise requires, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

References herein to a specific section in any statute shall be construed as a reference to that section as enacted or as subsequently re-enacted.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

4. The authorised share capital of the company is £260,516 divided into 260,516 ordinary shares of £1 each.\*
5. (A) Subject to Article 5(B) the directors shall have authority to allot, grant options over or otherwise dispose of any unissued shares in the 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 date of the adoption of these Articles and subject to the provisions of these Articles and accordingly sections 89(1) and 90 of the Act

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\* By Ordinary/Special Resolutions passed on 26 August 1992, the authorised share capital has been increased from £100 divided into 100 ordinary shares of £1 each to £260,516 divided into 260,516 ordinary shares of £1 each and Regulation 5 be amended accordingly.

shall not apply to any allotment of equity securities in the company.

(B) The authority conferred on the directors by Article 5(A) shall not permit the directors to:-

(i) offer to the public any shares in or debentures of the company;

(ii) allot or agree to allot any shares in or debentures of the company with a view to all or any of such shares or debentures being offered for sale to the public.

(C) The company may by ordinary resolution at any time extend, renew or revoke the authority conferred by Article 5(A) subject to the provisions of the Act.

6. (A) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

(B) Without prejudice to the generality of Article 6(A) and subject to the provisions of the Act, shares may be issued on the terms that they are redeemable on such terms and in such manner as the company before the issue of the shares may by ordinary resolution determine.

7. At any time when the share capital is divided into different classes of shares, the rights attached to any

class may, whether or not the company is being wound up, be varied either with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting all the provisions of these Articles relating to general meetings shall apply mutatis mutandis except that:-

- (a) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal amount of the issued shares of the class;
- (b) at an adjourned meeting the necessary quorum shall be one person holding shares of the class or his proxy;
- (c) 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; and
- (d) a poll may be demanded by any one holder of shares of the class whether present in person or by proxy.

For the purposes of this Article any particular issue of shares not carrying the same rights (whether as to dividend, redemption or otherwise) as any other shares for the time being in issue, shall be deemed to constitute a separate class of share.

8. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that

class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

9. Except as required by law or these Articles, and notwithstanding any information received by the company, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or in any fractional part of a share or (except only as by law or by these Articles otherwise provided) any other rights in respect of any shares except an absolute right to the entirety thereof in the registered holder.
10. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. In respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

#### **PURCHASE BY A COMPANY OF ITS OWN SHARES**

11. Subject to the provisions of the Act the company may purchase its own shares.
12. Subject to the provisions of the Act the company shall not be entitled to require the execution of a share

transfer form in respect of such of its own shares as it may from time to time purchase.

#### TRANSFER OF SHARES

13. The instrument of transfer of any share shall be signed by or on behalf of the transferor and except in the case of fully paid shares 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.
14. Subject to any restrictions contained in these Articles, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.
15. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
16. The directors may also decline to recognise any instrument of transfer unless:-
  - (a) the instrument of transfer is accompanied by the certificate of 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; and
  - (b) the instrument of transfer is in respect of only one class of share.
17. If the directors refuse to register a transfer they shall within two months after the date on which the

transfer was lodged with the company send to the transferee notice of the refusal.

#### TRANSMISSION OF SHARES

18. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
19. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be. The provisions of this Article 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.
20. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing a



transfer of the share to that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

21. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company, provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

#### ALTERATION OF CAPITAL

22. The company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
23. The company may by ordinary resolution:-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association so, however, that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

24. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner in accordance with the Act.

#### **GENERAL MEETINGS**

25. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next, provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
26. All general meetings other than annual general meetings shall be called extraordinary general meetings.
27. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such

requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

#### NOTICE OF GENERAL MEETINGS

28. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, as may be prescribed by the company in general meeting, to such persons as are entitled to receive such notices from the company under these Articles or the Act provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority

together holding not less than 95 per cent. in nominal value of the shares giving that right.

29. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

30. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
31. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.
32. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
33. If at any meeting no director is willing to act as chairman or if no director is present within five minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

34. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
35. 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 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.
36. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

#### VOTES OF MEMBERS

37. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person or by proxy shall have one vote, and on a poll shall have one vote for each share in respect of which he is entitled to vote.
38. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be

accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

39. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in relation to mental health, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
40. On a poll votes may be given either personally or by proxy.
41. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority may be deposited at the registered office of the company or such other place as is specified for that purpose in the notice convening the meeting or may be produced at the meeting at which the person named in the instrument proposes to vote.
43. An instrument appointing a proxy shall be in any usual or common form or such other form as the directors may accept.
44. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company by the commencement of the meeting at which the proxy is used.
46. Subject to the provisions of the Act a resolution signed or approved in writing by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations signed or approved by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Such a resolution may consist of one or more documents in like form each signed or approved by one or more members.

**CORPORATIONS ACTING BY REPRESENTATIVES  
AT MEETINGS**

47. Any corporation which is a member of the company may by resolution of its directors or other governing body or by any representative of the corporation duly authorised in that behalf authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

## DIRECTORS

48. Unless and until otherwise determined by the company in general meeting the number of directors shall not be less than two nor more than eight.
49. The remuneration of the directors shall be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.
50. A director shall not be required to hold any shares in the capital of the company to qualify him for office.
51. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

## BORROWING POWERS

52. 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.



## POWERS AND DUTIES OF DIRECTORS

53. The business of the company shall be managed by the directors, and they may exercise all such powers of the company as are not, by the Act or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to the Act and these Articles and to such further regulations, being not inconsistent with the aforesaid, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
54. The directors may from time to time by power of attorney appoint any company, firm or person or body of persons to be the attorney of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Act and these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
55. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with the Act.
56. 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 purposes 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.

57. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall determine.
58. (A) The directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are or shall have been at any time directors of the company or in the employment or service of the company or of any company which is or was a subsidiary of or associated with the company or of the predecessors in business of the company or any such subsidiary or associated company or the wives, widows, families, relatives or dependants of any such persons.
- (B) The directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well being of the company or of

any such other company as aforesaid, or its members, and may make procure payments for or towards the insurance of any such persons as aforesaid and subscriptions or guarantees for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- (C) The directors may procure any of the matters aforesaid to be done by the company either alone or in conjunction with any other company.

#### DISQUALIFICATION OF DIRECTORS

59. The office of a director shall be vacated in any of the following events namely if:

- (a) he becomes prohibited by law from acting as a director;
- (b) he resigns as a director, in which event he shall cease to be a director on the delivery of his resignation to the company;
- (c) he becomes bankrupt or has a receiving order made against him or makes any arrangement or composition with his creditors;
- (d) an order is made by a court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs;
- (e) he is convicted of a criminal offence involving fraud or dishonesty and the directors resolve that he shall for that reason cease to be a director;

- (f) he is removed as a director in accordance with the provisions of Article 107.

#### CHANGES OF DIRECTORS

60. The company may by ordinary resolution increase or reduce the number of directors.
61. The directors shall have power at any time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles.
62. The company may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the company and such director. 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.
63. The company may by ordinary resolution appoint another person in place of a director removed from office under Article 62 and without prejudice to the powers of the directors under Article 61 the company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

#### PROCEEDINGS OF DIRECTORS

64. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In

case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

65. The quorum necessary for the transaction of the business of the directors shall be two.
66. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
67. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
68. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. A person who is not a director may be a member of a committee of the directors if the directors shall so resolve.
69. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members

present may choose one of their number to be chairman of the meeting.

70. (A) A committee may meet and adjourn as it thinks proper.
- (B) Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
71. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
72. (A) The directors or any committee of directors shall be deemed to have held a valid meeting if one or more of them shall have been in communication with the other or others by telephone rather than being physically present together.
- (B) 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 or approved by one or more of the directors or their alternates.
73. 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 company of the directors and of any committee of the directors;
- (c) of all resolutions passed at and proceedings of each meeting of the company, of the directors and of any committee of the directors including meetings held and resolutions passed pursuant to Article 72.

#### **MANAGING DIRECTOR AND EXECUTIVE DIRECTORS**

- 74. The directors may from time to time appoint one or more of their body to the office of managing director, joint managing director or other executive office 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. Any such appointment shall be automatically determined if he ceases to be a director.
- 75. A managing director, joint managing director or a director holding executive office shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine. Such remuneration shall be deemed to arise from day to day.
- 76. The directors may entrust to and confer upon such a director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to

time revoke, withdraw, alter or vary all or any of such powers.

#### SECRETARY

77. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The directors may also appoint two or more joint secretaries each of whom shall have full authority to act alone.
78. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### ALTERNATE DIRECTORS

79. Each director shall have the power to appoint another director, or any other person approved by the directors, to act as alternate director in his place and may at his discretion remove such alternate director.
80. On such an appointment being made the alternate director shall, except as regards remuneration and 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 while so acting shall exercise and discharge all the functions, powers and duties of the director 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 appointor ceases for any reason to be a



director. All appointments and removals of alternate directors shall be in writing signed or approved by letter, telegram, telex or cablegram by the appointor and delivered to the registered office or such address as shall be specified for that purpose.

#### **THE SEAL**

81. The directors shall provide for the safe custody of the Seal, which shall only be used by the authority of two of the directors. 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 affixing of the Seal.
82. The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

#### **DIVIDENDS AND RESERVE**

83. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the directors.
84. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
85. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Act.
86. The directors may, before recommending any dividend, set aside out of the profits of the company such sums

as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

87. Subject to the rights of persons entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is declared and paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
88. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
89. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard

to such distribution, the directors may settle the same as they think expedient, and in particular may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and vest any such specific assets in trustees as may seem expedient to the directors.

90. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
91. No dividend shall bear interest against the company.

#### ACCOUNTS

92. The directors shall cause accounting records to be kept in accordance with the Act.
93. The accounting records shall be kept at the registered office or at such other place or places as the directors think fit and shall always be open to the inspection of the officers of the company.
94. The directors shall determine whether and to what extent and at what times and places and under what conditions the accounts and books of the company or any

of them shall be open to the inspection of members not being directors, and no such member shall have any right of inspecting any account or book or document of the company except as conferred by the Act or authorised by the directors or by the company in general meeting.

95. The directors shall, in accordance with the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, and reports as are required by the Act.
96. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of the company.

#### CAPITALISATION OF PROFITS

97. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as full paid up to and amongst such members in the proportion aforesaid,

or partly in the one way and partly in the other, and the directors shall give effect to such resolution; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, be applied only in paying up unissued shares to be allotted to members of the company as fully paid bonus shares.

98. The company in general meeting may on the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares to those members of the company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions) and the directors shall give effect to such resolution.
99. Whenever a resolution is passed in pursuance of Articles 97 or 98 the directors shall make all appropriations of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective

proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### AUDIT

100. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

101. Any notice to be given to a member may be given to him at his address appearing in the register of members and any notice to be given to the company should be sent to the registered office or such other address as shall have been notified for that purpose. Any notice to be given under these Articles may be given either personally or by sending it by post, or by telex. 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, service of the notice shall be deemed to be effected by properly addressing and despatching a telex containing the notice and to have been effected on the termination of transmission or, if the termination of transmission does not occur during a business day of the recipient, at the commencement of the next business day following the termination of transmission.
102. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

103. A notice may be given by the company to the persons entitled to a share in 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 representative 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.

104. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member;

(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

(c) the auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

#### WINDING UP

105. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair

upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

106. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted by the court and, subject to the provisions of the Act, every director auditor secretary or other officer of the company shall be entitled to be indemnified by the company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### OVERRIDING PROVISIONS

107. Whenever not less than 90 per cent of the issued ordinary shares of the company are held by or on behalf of one member (hereinafter called 'the majority shareholder') the following provisions shall apply and in the event of any inconsistency shall have overriding effect as against all other provisions of these Articles:



- (a) the majority shareholder may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed notwithstanding the terms of any agreement entered into in any particular case but without prejudice to any claim for damages in respect of the consequent termination of his office;
- (b) the directors may not issue any unissued shares without the consent of the majority shareholder;
- (c) any or all powers of the directors shall be restricted in such respects and to such extent as the majority shareholder may by notice to the company from time to time prescribe.

Any such appointment removal consent or notice shall be in writing served on the company and signed by the majority shareholder or if the majority shareholder is a company on behalf of the majority shareholder by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose and validly appointed in that regard in accordance with the laws of the country in which such company is domiciled. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the majority shareholder has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

MINUTES of the EXTRAORDINARY GENERAL MEETING of the Members of  
POWER PRODUCTS (UK) LIMITED held at Minneapolis, Minnesota  
on the 26th day of August 1992.

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PRESENT: Marjorie J. Brown  
(duly authorised representative of ONAN  
CORPORATION)  
  
Debra A. Saplis  
(duly authorised representative of ABOGADO  
NOMINEES LIMITED)

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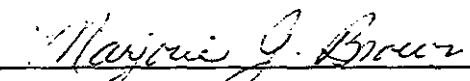
1. There was laid on the table:
  - (i) a form of appointment of authorised representative duly signed on behalf of Onan Corporation appointing Marjorie J. Brown as its duly authorised representative;
  - (ii) a form of appointment of authorised representative duly signed on behalf of Abogado Nominees Limited appointing Debra A. Saplis as its duly authorised representative;
  - (iii) consents to the convening of the Extraordinary General Meeting upon less than the statutory period of notice.
2. The Notice of the Meeting was taken as read.
3. IT WAS RESOLVED that the following resolutions be and are hereby passed, in the case of Resolutions (1) and (2) as Ordinary Resolutions and, in the case of Resolutions (3), (4) and (5) as Special Resolutions:

"5. The Company's authorised share capital is £260,516 divided into 260,516 ordinary shares of £1 each."

(5) THAT the Articles of Association of the Company be amended by the deletion of Regulation 4 thereof and the insertion of the following in substitution therefor:

"4. The authorised share capital of the company is £260,516 divided into 260,516 ordinary shares of £1 each."

4. There being no further business the Meeting then concluded.

  
Chairman Marjorie J. Browne

Company No. 2058784

THE COMPANIES ACT 1985  
A Company Limited by Shares

SPECIAL RESOLUTION

of

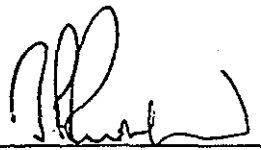
QUICKREACH LIMITED

(passed on 21st October 1986)

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At an EXTRAORDINARY GENERAL MEETING of the Company held on 21st October 1986 the following resolution was duly passed as a Special Resolution of the Company:

THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.



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For and on behalf of  
ABOGADO NOMINEES LIMITED  
Secretary