

No. of Company 1297257

The Companies Acts 1948 to 1967  
and  
The Companies Act 1985

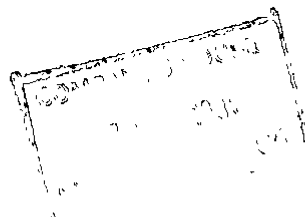
COMPANY LIMITED BY SHARES

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# MEMORANDUM AND ARTICLES OF ASSOCIATION

TILGHMAN WHEELABRATOR SPECIAL PRODUCTS LIMITED


(Incorporated the 7th day of February 1977)



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Jordan & Sons Limited  
Company Formation and Information Services  
Printers and Publishers  
Branches Throughout the United Kingdom  
Telephone 071-253-3030 Telex 261010

THE COMPANIES ACTS 1948 to 1967

  
CERTIFICATE  
SECRETARY

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

TILGHMAN WHEELABRATOR SPECIAL PRODUCTS LIMITED

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

15 MAY 1991

1. "The name of the Company is "TILGHMAN WHEELABRATOR SPECIAL PRODUCTS LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) To carry on business as general contractors, installation engineers, service and maintenance engineers and to undertake and contract for fabrications equipment and machinery and as manufacturers, dealers, and technical representatives in any such fabrications, plant, equipment and machinery and any component parts thereof, and to act as consultants and surveyors.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) 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 for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

\* The name of the Company was on the 25th day of January 1991, changed from "BALDWIN & STANTON LIMITED".

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(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) 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 with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections 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 or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) 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.

(N) 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 of the Company or corporation, with or without deferred or preferred 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.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) 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.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) 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.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) 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 be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in

conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) 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 in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph 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 £102,388 divided into 4,000 Ordinary shares of £1 each and 98,388 Preference shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

\* By Resolutions passed on the 10th day of November 1978 and the 1st day of July 1987, the share capital of the Company was increased from £100 to £102,388 divided into 4,000 Ordinary shares and 98,388 Preference shares of £1 each.

THE COMPANIES ACT 1985

SECRETARY

**CERTIFICATION**

COMPANY LIMITED BY SHARES

**WE HEREBY CERTIFY** that this print incorporates all alterations made to this company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985.

ARTICLES OF ASSOCIATION OF

15 MAR 1991

TILGHMAN WHEELABRATOR SPECIAL PRODUCTS LIMITED

(Adopted by Special Resolution passed on the 1st day of July 1987)

**PRELIMINARY**

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Regulations.

2. Regulations 8, 40, 64, 73 to 80 (inclusive), 94 to 97 (inclusive) and 118 of Table A shall not apply to the Company, but the Regulations hereinafter appearing together with the remaining Regulations of Table A shall, subject to the modifications hereinafter expressed, constitute the Articles of Association of the Company ("the Articles").

3. Any reference in the Articles to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

**PRIVATE COMPANY**

4. The Company is a private limited company, and accordingly:-

(a) No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and

(b) No shares in or debentures of the Company shall be allotted, nor shall any agreement to allot such shares or debentures be made (whether for cash or otherwise) with a view to all or any of such shares or debentures being offered for

sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

#### SHARE CAPITAL

5. (i) The authorised share capital of the Company at the date of the adoption of the Articles is £102,388 divided into 4,000 Ordinary Shares of £1.00 each and 98,388 Preference Shares of £1.00 each.

(ii) The special rights and restrictions attaching to the Preference Shares are as follows:-

(A) As to income: the Preference Shares shall carry no rights with regard to the payment of any sum by way of dividend or any other distribution;

(B) As regards capital: the Preference Shares shall carry the right to receive out of the assets available for members of the Company upon a return of assets on liquidation or reduction of capital (not being a return of assets) specifically related to the Ordinary Shares) *pari passu* with any further preference shares created to rank *pari passu* therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, an amount per share equal to the amount paid up or credited as paid up thereon but without right to participate further in the assets of the Company.

(C) As to meetings: the Preference Shares shall not entitle the holder to receive notice of or to attend or vote at any general meeting of the Company;

(D) As to further issues generally: no further shares ranking as to dividend or repayment of capital in priority to or *pari passu* with the Preference Shares shall be created or issued except with the consent or sanction of an Extraordinary Resolution passed at a separate general meeting of the holders of the Preference Shares. In this paragraph (D) the expression "the holders of Preference Shares" means the holders of the Preference Shares and any further preference shares ranking *pari passu* and identically in all respects and so as to form one class therewith.

#### LIEN

6. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully

paid share and the first sentence of Regulation 24 of Table A shall not apply to the Company.

#### TRANSMISSION OF SHARES

8. Regulation 31 of Table A shall be read and construed as if the following sentence were added at the end of that Regulation:-

"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".

#### PROCEEDINGS AT GENERAL MEETINGS

9. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly.

10. 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.

11. In Regulation 40 of Table A there shall be added at the end of the first sentence: "at the time when the meeting proceeds to business".

12. Regulation 41 of Table A shall be read and construed as if 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 meeting shall be so dissolved" were added at the end thereof.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

13. Any corporation which is a member of the Company may by resolution of its directors or other governing body 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

14. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. A sole Director shall have authority to exercise all the powers and discretions by Table A and by the Articles expressed to be vested in the Directors generally and Regulation 89 of Table A shall be modified accordingly.



15. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director, by reason only of his having attained by any particular age.

16. A Director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

17. The Directors shall not be required to retire by rotation.

18. (i) No person shall be appointed a Director at any General Meeting unless either:-

(a) he is recommended by the Directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(ii) Subject to paragraph (i) of this Resolution 18 the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with Regulation 14 above as the maximum number of Directors for the time being in force.

19. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.

20. A resolution agreed to over the telephone by each Director for the time being entitled to receive notice of a meeting of Directors or his alternate (or by such of those Directors or their alternates as have not signed such a resolution in writing) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. A Memorandum of Agreement naming each Director or alternate who agreed such resolution over the telephone shall be prepared and signed by any Director or any alternate or by the Secretary and entered in the book containing the minutes of the proceedings of the Directors and when so entered shall be prima facie evidence of the facts therein stated.

#### BORROWING POWERS

21. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

## ALTERNATE DIRECTORS

22. Any alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly.

23. A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## DISQUALIFICATION OF DIRECTORS

24. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

## PROCEEDINGS OF DIRECTORS

25. A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

## POWERS AND DUTIES OF DIRECTORS

26. Without prejudice to the generality of Regulations 84 and 85 of Table A, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

## CAPITALISATION OF PROFITS

27. Regulation 110 of Table A shall be read and construed as if it included a reference to any other reserve account of the Company.

## INDEMNITY

28. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which

relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Regulation 28 shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.