

Number of
company } 523117 / (

Form No. 41.

THE COMPANIES ACT 1948.



A Se.
Companies
Registration
Fee Stamp
must be
inserted
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

ROVER GAS TURBINES

LIMITED.

REGISTERED

28 AUG 1953

by

Alfred & Overy,

3, Finch Lane, Cornhill,

London, E.C.3.

I, James Spencer Peter Lake
of 3, Finch Lane, Cornhill, London, E.C.3.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

Do solemnly and sincerely declare that I am (") a Solicitor

of the Supreme Court engaged in the formation

of ROVER GAS TURBINES

Limited,

And that all the requirements of the Companies Act, 1948, in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the provisions
of the Statutory Declarations Act, 1835.

Declared at 1, Threadneedle Street,
London, E.C.2,

the 21st day of August
one thousand nine hundred and fifty
three.

Before me,

M. J. Rogers

Notary Public or

Note.—This margin is reserved for binding and must not be written across.

Number of } 523117
Company }

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

ROVER GAS TURBINES

REGISTERED

28 AUG 1953

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Allen & Overy,

3, Finch Lane, Cornhill, London, E.C.3.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 6 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies 6

THE NOMINAL CAPITAL

OF

ROVER GAS TURBINES

Limited,

is £ 1,000, divided into:

1,000 Shares of £1 each

 Shares of each

*Signature

Allen & Co

Description Solicitors for the Company.

Dated the 20th day of August 1953.

**This Statement should be signed by an Officer of the Company, or
by the Solicitor(s) engaged in the formation.*

NOTE—This margin is reserved for binding and must not be written across.

No.

[COPY]



Certificate of Incorporation
OF
ROVER GAS TURBINES LIMITED

I HEREBY CERTIFY that ROVER GAS TURBINES LIMITED was
this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this day of , 1953.

Registrar of Companies.



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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED

28 AUG 1953

Memorandum of Association
OF
ROVER GAS TURBINES LIMITED

1. The name of the Company is "ROVER GAS TURBINES LIMITED." Name.
2. The registered office of the Company will be situate in England. Registered Office.
3. The objects for which the Company is established are :— Objects.
 - (1) To manufacture and deal in, and to carry on all kinds of re-
search, experimental and development work in connection
with, gas turbine and other forms of internal combustion
engines for use in vehicles, aircraft and ships of all kinds and
for all commercial and industrial purposes, and to manu-
facture and deal in all machinery, apparatus, tools, imple-
ments, instruments and component or constituent parts
required in connection therewith.
 - (2) To carry on business as manufacturers of, wholesale or retail
dealers in, hirers and letters out on hire, importers and ex-
porters of motors, motor-cars, tractors, cycles, motor-cycles,
carriages and vehicles of all kinds, ships, boats, and vessels,
aircraft, internal combustion, diesel, steam, electrical and
other engines, and component parts, sundries and accessories
of, for or to any of the foregoing and any goods, articles,
apparatus or things used or considered capable of being used
in connection therewith.
 - (3) To carry on business as garage, store and shopkeepers, sup-
pliers and producers of petrol, gas, electricity and other motive
power, and oils and other lubricants ; mechanical, electrical
and general engineers, millwrights, metallurgists, chemists,
tool makers, natural and artificial rubber manufacturers, tyre
and tube makers, manufacturers of and dealers in armaments
and munitions of war of any kind, and any other articles or
things required by government to be supplied to government
or others, whether in or in anticipation of war or national
emergency or otherwise.

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- (4) To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid, or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To purchase, take on lease or in exchange, or otherwise acquire land, and to develop and turn to account the same in any manner, and in particular by laying out and preparing the same for building purposes, building thereon, planting, paving, draining, sewerage, farming and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.
- (8) To make, build, maintain, alter, use, manage and work in any parts of the world, offices, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, water-courses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills, warehouses, steam and other ships, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (9) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (10) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects

and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.

- (11) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (12) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (13) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (14) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (15) To act as Directors or Managers of or to appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (16) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
- (17) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable.
- (18) To give all descriptions of guarantees and indemnities.

- (19) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange. Provided that the Company shall in no circumstances be empowered to carry on business as or act as stock and share brokers of any kind.
- (20) To borrow and raise money in any manner and on any terms.
- (21) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Capital, original or increased of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (22) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (23) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (24) To undertake and transact all kinds of trust and agency business.
- (25) To grant pensions or gratuities to any persons who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company, or any Directors or ex-Directors of the Company or any such subsidiary company, or the relations, connections or dependants of any such persons. To establish and support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit

of the Company's employees and to lend money to the Company's employees to enable them to purchase shares in the Company ; and to make payments towards insurance ; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

Liability of
members.

Capital.

5. The Share Capital of the Company is £1,000, divided into 1,000 shares of £1 each.

Whenever the Share Capital of the Company is divided into several classes of shares, the special rights or privileges attached to any class may, at any time, as well before as during liquidation, be altered, modified, or abrogated in manner provided by the Articles of Association of the Company for the time being, but not otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p><i>J. H. Wilks</i></p> <p><i>Sturges Ashton House</i> <i>Sturges Ashton</i> <i>W. Rugby</i></p> <p><i>Managing Director of The Rover Company Limited</i></p>	<p><i>One</i></p>
<p><i>L. H. Harris</i></p> <p><i>Dale Priory</i> <i>Kenilworth Road</i> <i>Blackdown</i> <i>Leamington Spa</i></p> <p><i>Commercial Director and Secretary of The Rover Company Limited</i></p>	<p><i>One</i></p>

DATED this 20th day of August, 1953.

WITNESS to the above Signatures :—

Byrnie Smith

"Hughenden"

Yill Hill

Coven try

Chartered Accountant



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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

ROVER GAS TURBINES LIMITED

REGISTERED

28 AUG 1953

INTRODUCTORY

1. The regulations in Table "A" in the First Schedule to the Companies Act, 1948, shall not apply to the above-named ROVER GAS TURBINES LIMITED (in these Articles called "the Company"), except so far as the same are repeated or contained in these Articles. Table "A" not to apply.

INTERPRETATION

2. In these Articles the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :— Interpretation.

WORDS	MEANINGS
The Act ...	The Companies Act, 1948.
The Statutes ...	The Companies Act, 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ...	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
The Office ...	The Registered Office for the time being of the Company.
The Directors ...	The Directors for the time being of the Company.

WORDS	MEANINGS
Appointment ...	Includes election (and appoint includes elect).
The Seal ...	The Common Seal of the Company.
Year ...	Year from the 1st January to the 31st December, inclusive.
Financial year of the Company	The period for which the Company's Accounts are made up.
Month ...	Calendar month.
Paid up ...	Includes credited as paid up.
Dividend ...	Includes bonus.
In writing ...	Written, printed, typewritten, or lithographed, or visibly expressed in any other mode of representing or reproducing words, or partly one and partly another.
The Register ...	The Register of Members of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

The marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

PRIVATE COMPANY

3. The Company is a private Company and accordingly :—

Private Company.

- (a) no invitation shall be issued to the public to subscribe for any Shares or Debentures of the Company ;
- (b) the number of the members of the Company (not including persons who are in the employment of the Company, and persons, who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be, members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this Article, be treated as a single member ; and
- (c) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

BUSINESS

4. Any branch or kind of business which by the Memorandum of Association of the Company or these Articles is either expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

Business to be undertaken.

5. The Office shall be at such place in England as the Directors shall from time to time appoint.

SHARES

6. The Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each.

Capital and shares.

7. Save as provided by contract or these Articles to the contrary, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

Shares at the disposal of the Directors.

8. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Capital of the Company,

Power to pay commission.

but such commission shall not exceed 10 per cent. of the price at which the shares are issued or an amount equivalent thereto. Any such commission may be paid in whole or in part in cash or fully or partly paid shares of the Company as may be arranged, and the Company may, in addition to, or in lieu of, such commission, at consideration of any person so subscribing or agreeing to subscribe, or of his purchasing or agreeing to purchase subscriptions, whether absolute or conditional, for any shares in the Company, confer on any such person an option to call within a specified time for a specified number or amount of shares in the Company at a specified price not being less than par. The payment or agreement to pay a commission or the conferring of an option shall be in the discretion of the Directors on behalf of the Company. The requirements of Sections 52, 53 and 124 of the Act shall be observed, so far as applicable.

Share not to be employed in purchase of, subscription for or issue of shares.

9. No part of the funds of the Company shall directly or indirectly be employed in purchase of or subscription for or loans upon the security of the Company's shares, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 55 (1) of the Act.

Power to charge interest on capital.

10. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of that Share Capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 65 of the Act, and may charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant.

Joint holders.

11. The Company shall not be bound to register more than four persons as joint holders of any share, and if two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

Exclusion of equities.

12. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided), any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

Issue of certificates.

13. Every member shall, without payment, be entitled to receive, within two months after allotment or lodgment of transfer, or within such other period as the conditions of issue may provide, a certificate

for all his shares in any particular class, or several certificates, each for one or more of his shares, upon payment of such sum, not exceeding two shillings and sixpence for every certificate after the first, as the Directors shall from time to time determine. Every certificate shall be under the Seal and shall specify the number and while required under Section 74 of the Act the denoting numbers of the shares to which it relates and the amount paid up thereon. Provided that, in the case of joint holders, the Company shall not be bound to issue more than one certificate for all the shares in any particular class registered in their joint names, and delivery of a certificate for a share to any one of several joint holders thereof shall be sufficient delivery to all.

14. If any share certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement, on delivery up of the old certificate, and in case of destruction or loss, on the execution of such indemnity (if any), and in either case, on payment of such sum, not exceeding one shilling, as the Directors may from time to time require. In case of destruction or loss, the person to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

Renewal of
certificates.

LIEN ON SHARES

15. The Company shall have a first and paramount lien and charge on all the shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for his debts, liabilities and engagements, either alone or jointly with any other person, whether a member or not, to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not, and no equitable interest shall be created in any shares except upon the footing and condition that the provisions of these Articles relieving the Company from being bound by or recognising equitable interests are to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.

Company to have
lien on shares.

16. For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they may think fit, but no sale shall be made until such period as aforesaid shall have arrived, and until a notice in writing demanding payment of such debts, or discharge of such liabilities and engagements, and giving notice of intention to sell in default, shall have been served in accordance with these Articles on such member or the person (if any) entitled by transmission to the shares, and default in such payment or discharge shall

Sale of shares
subject to lien.

have been made by him for seven days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities and engagements, and the residue (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares. Provided always that the Company shall be entitled to a lien upon such residue in respect of any debts, liabilities or engagements the period for the payment or discharge whereof shall not have arrived, like to that which it had upon the shares immediately before the sale thereof.

Purchaser
protected.

17. Upon any such sale as aforesaid the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of or be affected by any irregularity or invalidity in the proceedings, or be bound to see to the application of the purchase money, and after his name has been entered in the Register, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES

Directors may
make calls.

18. The Directors may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that seven days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. Any call may be made payable in one sum or by instalments.

Time when made.

19. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising such call was passed.

Liability of
joint holders.

20. The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof.

Interest on calls.

21. If before or on the day appointed for payment thereof, a call or instalment payable in respect of a share be not paid, the person from whom the amount is due shall pay interest on the amount of the call or instalment at such rate, not exceeding 10 per cent. per annum, from the day appointed for payment thereof to the day of actual payment, as the Directors shall from time to time determine, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of such call or instalment, but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses, wholly or in part.

22. Any sum which by the conditions of allotment of a share is made payable on allotment, or at any fixed time, or by instalments at any fixed times, whether on account of the nominal amount of the share or by way of premium, shall, for all purposes of these Articles be deemed to be a call duly made and payable on the date or dates fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

Sums due on allotment to be treated as calls.

23. The Directors may make arrangements on any issue of shares for a difference between the holders of such shares in the amounts and times of payment of calls on their shares.

Power to differentiate.

24. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sum actually called up thereon, and upon all or any of the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow interest at such rate, not exceeding without the sanction of an Ordinary Resolution of the Company 6 per cent. per annum, as may be agreed upon between the Directors and the member paying such sum in advance, in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. The Directors may also at any time repay the amount so advanced upon giving to such member one month's notice in writing.

Payment of calls in advance.

25. No member shall be entitled to receive any dividend, or to be present or vote at any General Meeting, either personally or (save as proxy for another member) by proxy, or to exercise any privilege as a member, or be reckoned in a quorum, until he shall have paid all calls or other sums for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

Rights suspended if payment in arrear.

TRANSFER OF SHARES

26. Subject to the restrictions of these Articles, any member may transfer all or any of his shares, but every transfer must be in writing and in the usual common form, or in any other form which the Directors may approve, and must be left at the Office, or at such other place as the Directors may appoint, for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor or his right to transfer the shares.

Form of transfer.

Execution.

27. The instrument of transfer of a share shall be signed both by the transferor and by the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Shares of different classes shall not be comprised in the same instrument of transfer.

Retention of instruments.

28. All instruments of transfer which shall be registered and the certificates of the shares to which they refer shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register and the certificates of the shares to which it refers shall (except in any case of fraud) be returned to the party presenting the same.

Power to require transfer.

29. (1) The Rover Company Limited may at any time and from time to time, while it is a member of the Company, by notice in writing to any other member, require such other member to transfer all or any of his shares in the Company to The Rover Company Limited, or to such other person as it may direct, at a price which (unless some other price shall be mutually agreed between The Rover Company Limited and the member concerned) shall be the value of such shares ascertained in accordance with paragraph (3) of this Article, and upon service of the said notice, such member shall become bound to transfer the said shares accordingly.

(2) In the event of any member not transferring his shares to The Rover Company Limited in accordance with any such notice as aforesaid, within fourteen days after the ascertainment of the value (or agreement upon some other price) as aforesaid, The Rover Company Limited may transmit to the Company a copy of the said notice, together with payment of the price payable for such shares as ascertained or agreed as aforesaid, and the Directors shall thereupon authorise some person to execute on behalf of the member concerned a transfer of such shares to The Rover Company Limited, or to such other person as it may direct, and shall enter the name of the transferee upon the Register as the holder of those shares, and the payment so received by the Company shall be held by it in trust for the member whose shares are so transferred.

(3) For the purpose of ascertaining the value of any shares the subject of a notice given under paragraph (1) of this Article, the Directors shall, on request from The Rover Company Limited instruct the Auditors of the Company to certify within thirty days the value of the said shares computed by reference to the book value of the assets (excluding goodwill, if any) of the Company as appearing in the last preceding Balance Sheet adopted by the Company in General Meeting and after deducting therefrom the liabilities of the Company, all provisions for depreciation, wear and tear, obsolescence, deferred repairs, bad and doubtful debts, expenditure accrued but unpaid, and contingencies and all reserves for future

taxation appearing in the said Balance Sheet and after adding or deducting as the case may be the amount of the profits or losses of the current financial year apportioned for the period from the date of the said Balance Sheet to the date of the said notice as estimated by the Directors. The value so certified shall forthwith be notified by the Directors to The Rover Company Limited and to the member concerned.

(4) The provisions of Articles 145 to 152 inclusive shall, so far as applicable and *mutatis mutandis*, have effect as respects any notice given under this Article.

30. The Directors may in their absolute and uncontrolled discretion and without assigning any reason therefor refuse to register any proposed transfer of a share, other than a transfer made under the provisions of Article 29, and no transfer shall in any event be registered by the Directors if by such registration the maximum number of members fixed by Article 3 would be exceeded.

Directors' power to decline to register transfer.

31. If the Directors refuse to register any transfer of shares, 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.

Notice of refusal to register.

32. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer. There shall also be paid to the Company in respect of the registration of any Probate, Letters of Administration, Certificate of Marriage or Death, Power of Attorney or other document relating to or affecting the title to any shares or for making any entry in the Register affecting the title to any share such fee not exceeding two shillings and sixpence as the Directors may from time to time require or prescribe.

Fee payable.

TRANSMISSION OF SHARES

33. In the case of the death of a member, the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased holder, whether sole or joint, from any liability in respect of any share solely or jointly held by him.

Transmission on death.

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of his title as the Directors shall require, and subject as hereinafter provided, either be registered himself as the holder of the share or elect to have some person nominated by him registered as the transferee thereof.

Registration of personal representative or trustee in bankruptcy.

Notice of
election to be
registered.

35. 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. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer executed by the person from whom the title by transmission is derived.

Registration
of nominee.

36. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have in respect of transfers so executed the same power of refusing registration as if the event upon which the transmission took place had not occurred and the transfer were a transfer executed by the person from whom the title by transmission is derived.

Rights of
unregistered
personal
representative or
trustee in
bankruptcy.

37. A person so becoming entitled shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall have no right to receive notice of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the share, unless and until he shall be registered as the holder thereof. 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 compliance with the requirements of the notice.

FORFEITURE OF SHARES

Notice of unpaid
calls.

38. If any member fails to pay the whole or any part of any call or instalment on or before the day appointed for the payment thereof, the Directors may, at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him, requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with any accrued interest and any costs, charges and expenses incurred by the Company by reason of such non-payment.

Notice to state
time and place
for payment.

39. The notice shall name a further day, being not less than fourteen days from the date of such notice, on or before which such call or instalment or part thereof as aforesaid, and all such interest and costs, charges and expenses as aforesaid are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the date and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

40. If the requisitions of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest, costs, charges and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited share, and not actually paid before the forfeiture.

Forfeiture on non-compliance with notice.

41. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture, with the date thereof, shall forthwith be made in the Register opposite to the entry of the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Notice of forfeiture to be given.

42. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been sold, re-allotted or otherwise disposed of, annul the forfeiture upon payment of all calls and interest due upon and costs, charges and expenses incurred in respect of the share, and upon such further conditions (if any) as they may think fit.

Power to annul forfeiture.

43. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted, or otherwise disposed of, upon such terms and in such manner as the Directors shall think fit and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The Directors may, if necessary, authorise some person to transfer a forfeited share to any person to whom the same has been sold, re-allotted or disposed of.

Sale of forfeited share.

44. A person whose share has been forfeited shall cease to be a member in respect of the forfeited share, but shall, notwithstanding, be liable to pay to the Company all calls, instalments, interest, costs, charges and expenses owing upon or in respect of such share at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at such rate, not exceeding 10 per cent. per annum, as the Directors shall think fit, in the same manner as if the share had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the share at the time of forfeiture.

Rights and liabilities of person whose share has been forfeited.

45. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date when it was forfeited,

Title to forfeited share.

shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall (subject to the execution of any necessary transfer) constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

INCREASE OF CAPITAL

Company may
increase its
Capital.

46. The Company may from time to time, by Ordinary Resolution, whether or not all the shares for the time being authorised shall have been issued, or all the shares for the time being issued shall have been fully called up, increase its Capital by the creation of new shares of such amount as may be deemed expedient.

Conditions of issue
of new shares.

47. Without prejudice to any special rights or privileges attached to any then existing shares in the Capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto, as the General Meeting resolving upon the creation thereof shall direct, or, if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed.

New shares may
be offered to
members.

48. The General Meeting resolving upon the creation of any new shares may direct that the same or any of them shall be offered, in the first instance, and either at par or at a premium, to all the then holders of any class of shares in the Capital of the Company, in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, but, in default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, and Article 7 shall apply thereto.

New shares
subject to
transfer
provisions, etc.,
as if part of
original capital.

49. Subject to any direction or determination that may be given or made in accordance with the powers contained in these Articles, all shares created on any increase of Capital shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if they had been part of the original Capital.

ALTERATIONS OF CAPITAL

50. The Company may by Ordinary Resolution :—

Power to consolidate and subdivide or cancel shares.

- (a) Consolidate and divide all or any of its Capital into shares of larger amount than its existing shares.
- (b) 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.
- (c) By sub-division of its existing shares, or any of them, divide its Capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association so, however, that in the sub-division the proportion between the amount paid up and the amount (if any) not paid up on each such share of smaller amount, shall be the same as it was in the case of the share from which it was derived.

51. The Company may, from time to time, by Special Resolution, reduce its share capital and any Capital Redemption Reserve Fund or Share Premium Account.

Power to reduce capital, Capital Redemption Reserve Fund and Share Premium Account.

52. Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided, and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and so far as they shall not be applicable, in accordance with the terms of the Resolution authorising the same, and so far as such Resolution shall not be applicable, in such manner as the Directors deem most expedient.

Procedure.

MODIFICATION OF RIGHTS OF SHARES

53. Subject to the provisions of Section 72 of the Act, all or any of the special rights or privileges attached to any class of shares in the Capital of the Company for the time being may, at any time, as well before as during liquidation, be altered, modified, or abrogated in any manner either with the consent in writing of the holders of not less than three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of shares of the class, and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such meeting, but so that the quorum thereof shall be not less than two persons personally present and holding or representing by proxy one-quarter of the issued shares of the class, and that any holder of shares of the class, present in person or by proxy, may demand a poll, and that each holder of shares of the class, present in person or by proxy, shall, on a poll, be entitled to one vote for each share of the class held by him, and if at any adjourned meeting of such holders such quorum as aforesaid is not present, any two holders of shares of the class who are personally present

Alteration of special rights of any class of shares.

shall be a quorum. The Directors shall comply with the provisions of Section 143 of the Act as to forwarding a copy of any such consent or Resolution to the Registrar of Companies.

GENERAL MEETINGS

General Meetings.

54. A General Meeting shall be held within eighteen months of the incorporation of the Company and thereafter once in every year, at such time and place as may be determined by an Ordinary Resolution of the Company, or failing such determination, by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings.

Annual and Extraordinary General Meetings.

55. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

Convening of Extraordinary General Meetings.

56. The Directors may convene an Extraordinary General Meeting whenever they think fit. Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

Notice of meetings.

57. Twenty-one clear days' notice of every Annual General Meeting and of every Extraordinary General Meeting at which it is proposed to pass a Special Resolution, and fourteen clear days' notice of every other Extraordinary General Meeting shall be given in manner hereinafter mentioned to such members as are, under the provisions of these Articles, entitled to receive such notices from the Company and to every Director of the Company and to the Auditors, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member or the Auditors shall not invalidate any Resolution passed or proceeding had at any such meeting. 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.

What notice is to specify.

58. Every notice of meeting shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of such business, and shall also state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint a proxy to attend and vote thereat instead of him and that the proxy need not also be a member. In the case of a meeting convened for passing a Special or Extraordinary Resolution the notice shall also specify the intention to

propose the Resolution as a Special or Extraordinary Resolution as the case may be. The Company shall comply with the provisions of Section 140 of the Act as to giving notice of Resolutions and circulating statements on the requisition of members.

PROCEEDINGS AT GENERAL MEETINGS

59. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the Accounts and Balance Sheet, and the Reports of the Directors and Auditors, and other documents required to be annexed to the Balance Sheet, the appointment and fixing of remuneration of the Auditors, the voting of remuneration or extra remuneration to the Directors, and the appointment of Directors in the place of those retiring.

Special business and business of Annual General Meeting.

60. No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business. Two members personally present shall be a quorum for all purposes.

Adjournment if quorum not present.

61. If within half an hour from the time appointed for the holding of a General Meeting a quorum be not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day be a holiday, to the next working day thereafter), at the same time and place as the original meeting, or to such other day, and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

62. With the consent of any meeting at which a quorum is present the Chairman thereof may adjourn the same, from time to time, and from place to place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members and the Auditors shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Adjournments.

63. The Chairman of the Directors shall preside as Chairman at every General Meeting of the Company. If there be no Chairman or if at any meeting the Chairman be not present within fifteen minutes after the time fixed for holding the meeting, or shall be unwilling to act as Chairman, the Directors present shall choose one of their number to act, or if there be only one Director present, he shall be Chairman if willing

Chairman.

to act. If there be no Director present and willing to act as Chairman, the members present shall choose one of their number to be Chairman.

Voting.

Demand for poll.

64. At every General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by any member present in person or by proxy and entitled to vote. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a Resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

How poll is to be taken.

65. If a poll be demanded in manner aforesaid, it shall be taken at such time (either at the meeting at which the poll is demanded or within fourteen days after the said meeting) and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. No poll shall be demanded on the appointment of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

Chairman's casting vote.

66. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote in addition to the vote to which he may be entitled as a member.

Continuance of business after demand for poll.

67. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

Voting rights.

68. Subject to any special rights or restrictions for the time being attaching to any special class of shares in the Capital of the Company, on a show of hands every member personally present shall be entitled to one vote only, and in case of a poll every member shall be entitled to one vote for every share held by him.

How votes may be given and who can act as proxy.

69. On a poll votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. A proxy need not be a member of the Company.

Representation of corporations which are members of the Company at meetings.

70. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class

of members of the Company ; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual member, including power, when personally present, to vote on a show of hands, and to demand or concur in demanding a poll.

71. Where there are joint registered holders of any share, any one of such persons may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the Register in respect of such share shall alone be entitled to vote in respect thereof. Voting rights of joint holders.

72. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis*, or other person in the nature of a committee or *curator bonis* appointed by that Court, and any such committee, *curator bonis* or other person may, on a poll, vote by proxy. Voting rights of lunatic members.

73. The instrument appointing a proxy shall be in writing under the hand of the appointor, or his attorney, duly authorised in writing, or if such appointor be a corporation under its Common Seal, if any, and if none, then under the hand of some officer or attorney duly authorised in that behalf. Execution of proxies.

74. The instrument appointing a proxy shall be deemed also to confer authority to demand or concur in demanding a poll. Proxy's right to demand a poll.

75. Every instrument of proxy shall, as nearly as circumstances will admit, be in the following form or to the effect following :— Form of proxy.

" ROVER GAS TURBINES LIMITED.

" I/We,

" of , being a

" in the County of

" member/members of the above-named Company, hereby

" appoint

" of

" or failing him,

" of

" or failing him

" of

" as my/our proxy to vote for me/us and on my/our behalf at

" the [Annual or Extraordinary or Adjourned, as the case may

" be] General Meeting of the Company, to be held on the day

" of and at every adjournment thereof.

" Signed this day of , 19 ."

Or in such other form as the Directors may from time to time approve.

Deposit of proxies.

76. 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 such power or authority, shall be deposited at the Office or at such other place as the Directors may appoint at least twenty-four hours before the time appointed for holding the meeting, or adjourned meeting (as the case may be), at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid except for the meeting mentioned therein and any adjournment thereof.

Power to members abroad to appoint attorney.

77. Any member residing out of or absent from the United Kingdom may by power of attorney executed either before or after leaving the United Kingdom appoint any person to be his attorney for the purpose of voting at any meeting, and such power may be a special power limited to any particular meeting, or a general power extending to all meetings at which such member is entitled to vote. Every such power shall be produced at the Office and left there for at least twenty-four hours before being acted upon.

Intervening death of principal not to revoke proxy.

78. A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or power of attorney or authority, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Office one hour at least before the time fixed for holding the meeting.

DIRECTORS

Number of Directors.

79. The Directors shall not, unless otherwise determined by Ordinary Resolution of the Company, be less than three or more than seven in number.

First Directors.

80. The first Directors shall be appointed by the subscribers to the Memorandum of Association by memorandum in writing under their hands either with or without a meeting, and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

Director need not be a member.

81. A Director need not be a member of the Company but shall be entitled to receive notice of and to attend all General Meetings of the Company.

Power to appoint additional Directors.

82. The Directors may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy, or by way of addition to their number, provided that the number of Directors shall not at any time exceed the maximum number fixed by, or in accordance with,

these Articles. Any Director so appointed shall retire from office at the next following Annual General Meeting of the Company, but shall then be eligible for re-appointment.

83. The continuing Directors at any time may act, notwithstanding any vacancy in their body ; provided always that, in case the Directors shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or calling a General Meeting of the Company, but not for any other purpose.

Power to act notwithstanding vacancy.

84. The Directors shall be paid out of the funds of the Company all their travelling, hotel and other expenses properly incurred by them in and about the business of the Company, including their expenses of travelling to and from meetings of the Directors, or Committee Meetings, or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine and such remuneration shall be divided among them in such proportion and manner as the Directors may agree, or failing agreement, equally.

Remuneration of Directors.

85. The Directors may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits or (subject to the approval of the Company by Ordinary Resolution in any case in which such approval is required by Section 191 of the Act) by provision for himself or any of his dependants after determination of his services, in any manner specified in Article 90, or by any or all or partly by one and partly by another or others of those modes.

Special remuneration.

86. A Director may, save as provided by any contract with him to the contrary, at any time give notice in writing to the Company of his wish to resign, and on the service of such notice on the Company he shall *ipso facto* vacate his office as Director.

Director's notice of resignation.

87. Each Director shall have the power to nominate another Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards share qualification (if any) 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

Power to appoint alternate Directors.

Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum exceeds two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

Form of
instrument
appointing
alternate
Director.

88. Every instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following :—

" ROVER GAS TURBINES LIMITED."

" I,

" a Director of ROVER GAS TURBINES LIMITED, in pursuance of
" the power in that behalf contained in the Articles of Association
" of the Company, do hereby nominate and appoint

" of

" to act as alternate Director in my place at any
" meeting of the Directors which I am unable to attend, and to
" exercise and discharge all my duties as a Director of the
" Company.

" AS WITNESS my hand this day of 19 ."

POWERS OF DIRECTORS

General powers
of Directors to
manage Company's
business.

89. The business of the Company shall be managed by the Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

Pensions, etc.

90. (1) The Directors may procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds or life assurance scheme for the benefit of, and the grant of

pensions or gratuities to any persons who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the company, or to any Director or ex-Director of the Company or of any such subsidiary company, and to the relations, connections or dependants of any such persons.

(2) The Directors may also procure the establishment and subsidy of or subscription to any institutions, associations, clubs, funds and trusts calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(3) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.

SEAL

91. The Seal shall not be affixed to any instrument, except by the general or special authority of a Resolution of the Directors, or of a Committee of the Directors, and in the presence of two Directors or of one Director and the Secretary or some other person authorised by the Directors, and such two Directors or such one Director and the Secretary or other person as aforesaid, as the case may be, shall sign every instrument to which the Seal shall be so affixed in their presence; and in favour of any purchaser or person *bona fide* dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. Every certificate of shares or debentures of the Company shall be issued under the Seal.

Formalities for affixing Seal.

BORROWING POWERS

92. The Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of any sum or sums of money for the purposes of the Company.

Power to borrow money.

DISQUALIFICATION OF DIRECTORS

93. The office of a Director shall *ipso facto* be vacated :—

Vacation of office of Director.

- (a) If he is prohibited from being a Director by reason of any order made under the Statutes.
- (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (c) If he is found a lunatic or becomes of unsound mind.

- (d) If he absents himself from attendance at meetings of the Directors continuously for the space of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office.
- (e) If by notice in writing, as hereinbefore provided, he resigns his office.
- (f) If he is removed by an Ordinary Resolution of the Company in accordance with the relative provisions of these Articles.

No Director to vacate office because of age.

94. 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 any particular age.

Power of Directors to hold offices of profit and to contract with Company.

95. (1) 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 Section 199 of the Act.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to :—

- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, or
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security, or
- (c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company, or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of that company or as holder of shares or other securities, or
- (e) any matter relating to any existing or proposed superannuation or pension fund or scheme of which or in which a Director may be, or be about to become, a member, or have, or be about to acquire any other interest,

and this prohibition may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by Ordinary Resolution of the Company.

(3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office, or of the fiduciary relationship thereby established.

(4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company, or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof (except as provided in paragraph (2) of this Article).

(5) 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 of the Company.

(6) Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

ROTATION OF DIRECTORS

Retirement of
Directors.

96. At the Annual General Meeting in 1954 and at the Annual General Meeting in every subsequent year any Director bound to retire under Article 82 and one-third of the other Directors (excluding a Managing Director or Managing Directors) for the time being, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring Director shall retain office until the close of the meeting at which he retires.

Selection of
Directors to retire.

97. The Directors to retire at the Annual General Meeting in each year in accordance with the preceding Article (other than those bound to retire under Article 82) shall be the Directors who have been longest in office since their last appointment. As between Directors of equal seniority, the Directors to retire shall, unless they shall agree among themselves, be selected from among them by lot. A retiring Director shall be eligible for re-appointment.

Filling vacated
office.

Notice of intention
to appoint
Director.

98. The Company may, at the meeting at which any Directors retire in manner aforesaid, fill up the vacated office of each Director so retiring by appointing a person thereto, and may also fill up any other vacancies : Provided always that no person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of Director at any General Meeting, unless at least seven clear days before the day appointed for the meeting there has been given to the Secretary notice in writing by some member entitled to attend and vote at the meeting of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Retiring Director
deemed to be
re-appointed.

99. If at any meeting at which an appointment of Directors ought to take place the office vacated by any retiring Director is not filled up, such retiring Director shall, if duly qualified and offering himself for re-appointment, be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-appointment of such retiring Director shall have been put to the meeting and lost.

Increase and
reduction of
number of
Directors.

100. The Company may, from time to time, by Ordinary Resolution, appoint new Directors, and increase or reduce the number of Directors.

Removal of
Directors.

101. The Company may by Extraordinary Resolution or by Ordinary Resolution pursuant and subject to the provisions of these Articles, and provided that no Ordinary Resolution for the removal of a Director shall be valid unless special notice thereof shall have been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office, and, if thought fit, appoint another person in his stead, and any person so appointed shall, for the purpose

of determining the time at which he or any other Director is to retire by rotation, be deemed to have become a Director on the date of the last appointment of the Director in whose place he is appointed.

102. Every Resolution of a General Meeting for the appointment of a Director shall relate to one named person, and a single Resolution for the appointment of two or more persons shall be void.

Separate Resolutions for appointment of Directors.

PROCEEDINGS OF DIRECTORS

103. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors two Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of a meeting shall have a second or casting vote.

Board Meetings.

Quorum.

Votes.

Casting vote.

104. A Director may, and on the request of a Director, the Secretary shall, at any time summon a meeting of the Directors, by notice served upon the several Directors.

Notice of meetings.

105. No Director for the time being out of the United Kingdom shall be entitled to notices of meetings of the Directors, but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notices of such meetings.

Directors abroad.

106. The Directors may from time to time appoint a Chairman and determine the period for which he is to hold office. The Chairman so appointed shall preside at all meetings of the Directors, but if no such Chairman be appointed, or if he be not present within fifteen minutes after the time fixed for holding the meeting, or if he be present but unwilling to act the Directors present shall choose one of their number to act as Chairman of such meeting, and the Director so chosen shall preside at such meeting accordingly.

Chairman.

107. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally.

Competence of Board Meetings.

108. A Resolution in writing, signed by all the Directors entitled to notice of a meeting of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. For the purpose of this Article, the signature of an alternate Director shall suffice in lieu of the signature of the Director appointing him.

Resolution in writing.

Power to appoint
Committees.

109. The Directors may from time to time appoint Committees consisting of such member or members of their body as they think fit, and may delegate any of their powers to any such Committee, and from time to time revoke any such delegation and discharge any such Committee wholly or in part. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors.

Chairman of
Committee.

110. A Committee may appoint a Chairman of its meetings. If no such Chairman be appointed, or if at any meeting he be not present within fifteen minutes after the time fixed for holding the meeting, the members present shall choose one of their number to be Chairman of such meeting.

Procedure at
Committee
Meetings.

111. Committees may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

Validity of acts
of Directors in
spite of formal
defect.

112. All acts *bona fide* done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding 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 qualified to be a Director.

Directors to keep
minutes.

113. 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 all the Directors present at each meeting of the Directors and of any Committee of Directors.
- (c) Of all Resolutions passed and proceedings had by and at all meetings of the Company, and of the Directors and of any Committee of Directors.

And any such minutes as aforesaid, if purporting to be signed by the Chairman of the meeting at which such appointments were made, or such Directors were present, or such Resolutions were passed or proceedings had (as the case may be), or by the Chairman of the next succeeding meeting of the Company, or Directors or Committee (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

MANAGING DIRECTORS AND OTHER APPOINTMENTS

Appointment of
Managing
Directors.

114. The Directors may, from time to time, appoint one or more of their number to be Managing Director or Joint Managing Director of the Company or to hold such other office in the management of the business of the Company as they may decide, and for such period as the

Directors shall think fit, and the Directors may also from time to time (subject to the provisions of any agreement between him or them and the Company) remove him or them from office, and appoint another or others in his or their place or places.

115. The remuneration and other terms and conditions of appointment of a Director appointed to any office mentioned in Article 114 shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or (subject to the approval of the Company by Ordinary Resolution in any case in which such approval is required by Section 191 of the Act) by provision for himself or any of his dependants after determination of his services in any manner specified in Article 90, or by any or all or partly by one and partly by another or others of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to the fees to which he shall be entitled as a Director of the Company.

Remuneration of
Managing Director.

116. A Director appointed to any office (save the office of Managing Director or Joint Managing Director) mentioned in Article 114 shall not (subject to the provisions of any Agreement between him and the Company) cease to hold such office by reason only of his ceasing to be a Director, nor (subject to the provisions of any Agreement as aforesaid) shall any such Director be liable to vacate his office as such by reason only of his ceasing to hold any office as aforesaid, the intent being that the tenure by any person of the office of Director and his tenure of any office as aforesaid shall (subject to the provisions of any Agreement as aforesaid) be distinct.

Office of Director
and other offices
to be distinct.

117. A Managing Director or Joint Managing Director shall not, nor shall a Director appointed to any other office mentioned in Article 114 under any Agreement providing that he shall not be liable to retire by rotation, be subject to retirement by rotation, or be taken into account in determining the rotation of retirement of Directors, but (subject to the provisions of any agreement between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company.

Tenure of office
of Managing
Director.

118. The Directors may, from time to time, entrust to and confer upon any Managing Director, Joint Managing Director or Director holding any other office in the management of the business of the Company mentioned in Article 114, such of the powers exercisable under these Articles by the Directors (other than the power to make calls, forfeit shares, borrow money or issue debentures) as they may think fit, and may confer such powers for such time, and to be exercised for such objects

Powers and duties
of Managing and
other Directors.

and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and may confer such powers collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

LOCAL MANAGEMENT

Power to appoint
local managers.

119. The Directors may, from time to time, provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit, and the provisions contained in the three next following Articles shall be without prejudice to the general powers conferred by this Article.

Delegation of
powers to local
boards.

120. The Directors may, from time to time, and at any time, establish any Local Board or agency for managing any of the affairs of the Company in any such specified locality, and may appoint any persons or body corporate to be members of such Local Board, or Managers, or Agents, and may fix their remuneration. And the Directors may, from time to time, and at any time, delegate to any persons or body corporate so appointed, any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, forfeit shares, borrow money or issue debentures), and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed, and may annul or vary any such delegation.

Power to appoint
attorney.

121. The Directors may, at any time, and from time to time, by power of attorney under the Seal, appoint any person 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 these Articles), and for such period, and subject to such conditions as the Directors may from time to time think fit, and such appointment may (if the Directors think fit) be made in favour of the members or any of the members of any Local Board established as aforesaid, or in favour of any body corporate, or of the members, directors, nominees or managers of any body corporate or unincorporate, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit.

122. Any such delegate or attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him. Power to sub-delegate.

123. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the Seal appoint. The Company may also exercise the powers conferred by Section 119 of the Act with reference to the keeping of Dominion registers. Power to have official seal for use abroad and to keep Dominion registers.

SECRETARY

124. 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. Appointment of Secretary.

125. No person shall be appointed or hold office as Secretary who is :— Who may not act as Secretary.

- (a) the sole Director of the Company ; or
- (b) a corporation, the sole Director of which is the sole Director of the Company ; or
- (c) the sole Director of a corporation which is the sole Director of the Company.

126. A provision of the Act or these regulations 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. When one person may not act as Director and Secretary.

DIVIDENDS AND RESERVES

127. Subject to any rights or privileges for the time being attached to any shares in the Capital of the Company having preferential or special rights in regard to dividend, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls. Provided that if any share be issued upon terms providing that it shall rank for dividend as from or after a particular date, or be entitled to dividends thereafter declared or declared after a particular date, such share shall rank for or be entitled to dividend accordingly. Application of profits in payment of dividends.

Declaration of dividends.

128. The Company may, from time to time, by Ordinary Resolution, declare a dividend to be paid to the members, according to their rights and interests in the profits, and may fix the time for payment of such dividend.

Dividend to be payable only out of profits.

129. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest against the Company. The declaration of the Directors as to the amount of the profits of the Company at any time available for payment of dividends shall be conclusive.

No larger dividend than recommended by Directors.

130. No larger dividend shall be declared than is recommended by the Directors, but the Company may by Ordinary Resolution declare a smaller dividend.

Interim dividends.

131. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, from time to time declare and pay an interim dividend.

Power to provide for depreciation and carry profits to reserve.

132. The Directors may, before recommending any dividend, write off such sums as they think proper for depreciation, and carry forward in the revenue account any profits they think should not be divided, and may also set aside out of profits of the Company such sum or sums as they think proper as a Reserve or Reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing, maintaining, or adding to the property of the Company, or for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interests of the Company, or shall, with the sanction of an Ordinary Resolution of the Company, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, or for any other purposes for which the profits of the Company may lawfully be applied, and pending any such application may, at the discretion of the Directors, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

Power to apply dividend in paying uncalled capital.

133. The Company may by Ordinary Resolution upon the declaration of a dividend resolve that the same or any part thereof shall be applied in paying up *pro tanto* the capital (if any) uncalled upon the shares held by the members to whom such dividend would otherwise be payable, and the Directors shall give effect to such Resolution provided that any member whose shares are fully paid up shall be entitled to be paid his proportion of the dividend in cash.

Power to satisfy dividend in specie.

134. With the sanction of an Ordinary Resolution of the Company any dividend may be paid and satisfied, either wholly or in part, by the distribution of specific assets, and in particular of paid-up shares or

debentures of the Company, or of any other company, or partly in one way or partly in the other, and where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, and 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 may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. When deemed requisite a proper contract shall be delivered to the Registrar of Companies for registration, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to such dividend or specific assets.

Fractional certificates and cash adjustments.

To file contracts.

135. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be presently due and payable by him, either alone or jointly with any other person, to the Company on account of calls or otherwise.

Deduction of debts due to Company.

136. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Right to dividend not passed by unregistered transfer.

137. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the members in manner hereinafter provided.

Notice of dividends.

138. Unless otherwise directed, any dividend, instalment of dividend or interest in respect of any share, may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or in the case of joint holders, to the registered address of that one whose name stands first on the Register in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the Company shall not be responsible for any loss in transmission, and the payment of the cheque or warrant, if purporting to be duly endorsed, shall be a good discharge to the Company.

Dividends payable by cheque.

CAPITALISATION OF RESERVES, ETC.

139. Subject to any consent required by law the Company may, at any time, and from time to time, by Ordinary Resolution, resolve that any sum not required for the payment of any fixed preferential dividend, and

Capitalisation.

- (a) for the time being standing to the credit of any Reserve Account of the Company, including premiums received on the

issue of any debentures of the Company, and any sum carried to reserve as a result of a sale or revaluation of the assets or goodwill of the Company or any part thereof, or

(b) being undivided net profits in the hands of the Company,

be capitalised, and that such sum be appropriated as Capital to and amongst the Ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on such shares and in such manner as such Resolution may direct, and so that fractional interests may, if such Resolution shall so provide, be disregarded, and such Resolution shall be effective; provided that no such distribution shall be made unless recommended by the Directors; and the Directors shall in accordance with such Resolution apply such sum in paying up any unissued shares or debentures of the Company on behalf of such shareholders, and appropriate such shares or debentures to and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid, in satisfaction of their shares and interests in the said capitalised sum, or shall apply such sum or any part thereof on behalf of such shareholders in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued shares in the Company held by them respectively, or otherwise deal with such sum as directed by such Resolution. The Company by Ordinary Resolution may also, at any time, and from time to time, resolve that all or any part of the Capital Redemption Reserve Fund or Share Premium Account of the Company be applied in paying up in full any unissued shares in the Company, and appropriate such shares credited as fully paid up amongst such shareholders in the like proportions and manner aforesaid. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any shares or debentures in trustees upon such trusts for the persons entitled to share in the distribution as may seem just and expedient to the Directors. When deemed requisite, a proper contract for the allotment and acceptance of any shares or debentures to be distributed as aforesaid shall be executed and (if necessary) delivered to the Registrar of Companies for registration, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the distribution, and such appointment shall be effective, and the contract may provide for the acceptance by such persons of the shares or debentures to be allotted to them respectively in satisfaction of their claims in respect of the sum so capitalised or appropriated.

ACCOUNTS

140. The Directors shall cause proper books of account of the Company to be kept and the provisions of the Statutes in this regard to be complied with.

Directors to keep proper accounts.

141. The books of account shall be kept at the Office, or at such other place in Great Britain as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Where books of account to be kept.

142. The Directors shall, from time to time, determine whether in any particular case, or class of cases, or generally, and at what times, and places, and under what conditions or regulations, the books of account of the Company, or any of them, shall be open to the inspection of the members, and no member, not being a Director, shall have any right of inspecting any account, or book, or document of the Company, except as conferred by Statute, or authorised by the Directors, or by Ordinary Resolution of the Company, nor shall any such member be entitled to require or receive any information concerning the business, trading or customers of the Company, or any trade secret of or secret process used by the Company.

Inspection of books.

143. The Directors shall cause to be laid before the Annual General Meeting of the Company in every year a Balance Sheet giving a true and fair view of the state of affairs of the Company as at the end of the last preceding financial year of the Company, and such Balance Sheet shall have annexed thereto a profit and loss account giving a true and fair view of the profit or loss of the Company for such financial year, and also (if and so long as the Company has any subsidiaries) such group accounts (so far as not incorporated in the said Balance Sheet and profit and loss account) as prescribed by the Statutes and applicable to the Company. The said Balance Sheet shall be signed on behalf of the Directors by two of their number, and there shall be attached thereto a report of the Directors and a report of the Auditors as prescribed by the Statutes. A copy of the said Balance Sheet, account and reports shall, twenty-one days at least before the meeting, be delivered or sent by post to the registered address of every member and debenture holder of the Company, or in the case of a joint holding to that member or debenture holder (as the case may be) whose name stands first in the appropriate register in respect of the joint holding. The Auditors' report shall be read before the Company in General Meeting. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

Balance Sheet and Accounts to be laid before Annual General Meeting.

AUDIT

144. The provisions of the Statutes as to the appointment, powers, rights, remuneration and duties of the Auditors, shall be complied with.

Appointment of Auditors and provisions of Statutes to apply.

NOTICES

Service of
notices.

145. A notice or other document may be served by the Company upon any member, either personally, or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his address as appearing in the Register.

Members abroad
not entitled to
notices unless they
give address.

146. Any member described in the Register by an address not within the United Kingdom, and who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member, other than a registered member described in the Register by an address within the United Kingdom, shall be entitled to receive any notice from the Company.

Notice to joint
holders.

147. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such share.

Service on
Company.

148. Any summons, notice, order, or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or to such officer at the Office.

Proof of postage
to be sufficient
proof of service.

149. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as a prepaid letter.

Successors in title
to be bound by
notices to
predecessors.

150. Every person who, by operation of law, transfer or any other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the Register shall be duly given to the person from whom he derives his title to such share.

Service of notice
to be sufficient
notwithstanding
death of member
served.

151. Any notice or document served upon or sent to, or left at the registered address of, any member in pursuance of these Articles, shall, notwithstanding that such member be then deceased or bankrupt, and whether or not the Company has notice of his decease or bankruptcy be deemed to have been duly served in respect of any share held by such member, whether held solely or jointly with other persons, until some other person be registered in his stead as the holder or joint holder of such share, and such service shall, for all purposes of these Articles, be

deemed a sufficient service of such notice or document on his executors, administrators or assigns, and all persons (if any) jointly interested with him in such share.

152. The signature to any notice to be given by the Company may be written or printed. Signature of notices.

WINDING-UP

153. If the Company shall be wound up, the surplus assets remaining after payment of all creditors shall be divided among the members in proportion to the Capital which at the commencement of the winding-up is paid up, or ought to have been paid up, on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid-up Capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of the winding-up on the shares held by them respectively. But this Article is to be subject to the rights of any shares which may be issued on special terms or conditions. Rule for division of assets in liquidation.

154. If the Company shall be wound up the Liquidator (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, or vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the Resolution shall provide. Any such Resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act. Powers to distribute in specie.

155. In the event of a winding-up of the Company every member of the Company who is not for the time being in the United Kingdom shall be bound, within fourteen days after the passing of an effective Resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in London upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the Liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in *The Times*, or by a registered letter Members abroad to give address for service.

sent through the post and addressed to such member at his address as mentioned in the Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY

Indemnity of
officers.

156. Every officer of the Company, and every person who shall act as Auditor of the Company, shall be indemnified out of the funds of the Company against all liability incurred by him as such officer or Auditor 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 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

W. J. Smith

Street Ashton House

Living Ashton
W. Rugby

Managing Director of The Rover Company Limited.

L. J. H. H. H.

Oak Grove

Henilworth Road,

Blackdown

Leamington Spa

Commercial Director and Secretary of The Rover Company Limited.

Dated this 20th day of August, 1953.

WITNESS to the above Signatures :—

Byrne Smith

"Hughenden"

Tile Hill

Leamington

Chartered Accountant.

DUPLICATE FOR THE FILE

No. 523117



Certificate of Incorporation

I Hereby Certify, That

ROVER GAS TURBINES LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **Twenty-eighth** day of

August

One Thousand Nine Hundred and Fifty **-three.**

L. R. [Signature]
Registrar of Companies

Certificate
received by

Brookman & Allen & Overly 3 Finch
Lane, Cornhill EC3. Date 28/8/53.

523117/56

SPECIAL RESOLUTION
PASSED AT
AN EXTRAORDINARY MEETING OF THE COMPANY
OF
ROVER GAS TURBINES LIMITED.

At an Extraordinary Meeting of Rover Gas Turbines Limited, held at Meteor Works, Lode Lane, Solihull, Warwickshire, on Monday, 10th January, 1966 it was resolved that:

"the Articles of Association of the Company be amended as follows:

DIRECTORS

Delete Article 79

Insert new Article 79

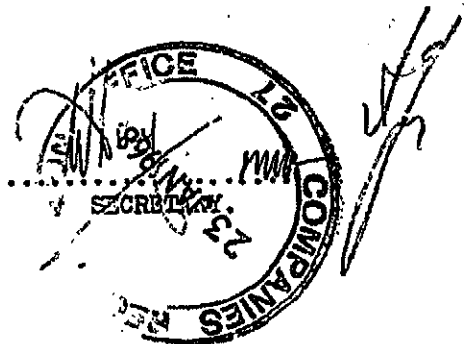
The Directors shall not, unless otherwise determined by Special Resolution of the Company, be less than three or more than nine in number.

I hereby certify that the above is a true copy of a Special Resolution passed by the Company at an Extraordinary Meeting on 10th January, 1966.

Certified that this document was produced by heat-fused electrostatic photographic process.

Signed.....
Stationery & Printing Buyer.

Rover Company Ltd
Solihull, Warwickshire.



593117

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THE COMPANIES ACTS 1948 TO 1967

SEP 5 1972 4952 010.00

COMPANY LIMITED BY SHARES

Special Resolution

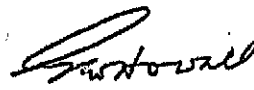
OF

ROVER GAS TURBINES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named company held at Holyhead Road, Coventry, on the 4th day of September 1972, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION

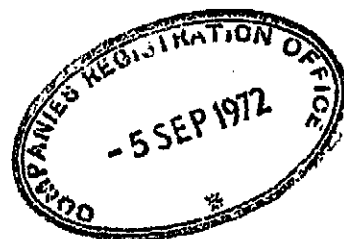
"THAT with the consent of the Department of Trade and Industry the name of the Company is changed to THE ROVER COMPANY LIMITED"



G R HOWELL

Chairman

Mr M S Reynolds
LEGAL DEPT.
BRITISH Leyland Motor Corp. Ltd
Bancroft Square House
Bancroft Square





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 523117 / 71

I hereby certify that

ROVER GAS TURBINES LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

THE ROVER COMPANY LIMITED

Given under my hand at London the 14th September 1972.

[Signature]
C. W. H. H. H.

Assistant Registrar of Companies

523117/81

GR + New

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF THE ROVER COMPANY LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named company held at Meteor Works, Lode Lane, Solihull, Warwickshire on the 4th day of September 1972, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

"THAT notwithstanding anything contained in the Articles of Association of the Company the Directors of the Company do and they are hereby authorised and directed to procure the Company to guarantee the repayment of up to £3,375,856 6.1 per cent. Unsecured Loan Stock 1977/82 created and issued by British Leyland Motor Corporation Limited ("British Leyland") and the payment of the interest payable thereon by executing a Third Supplemental Trust Deed in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof and expressed to be made between British Leyland of the first part certain subsidiary companies of that company including the Company of the second to sixth parts inclusive and Commercial Union Assurance Company Limited ("the Trustees") of the seventh part with such modifications, if any, as shall be agreed between British Leyland and the Trustees".

L G T FARMER

Chairman

JB

9 OCT 1972
OFFICE

7 OCT 1972

COMPANIES REGISTRATION
- 7 OCT 1972
OFFICE 24

CM

YIF

523117

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE ROVER COMPANY LTD

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Leyland House, 174 Marylebone Road, London NW1 5AA on 23 November 1977 the following Resolution was passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

"THAT the Articles of Association in the form of the draft produced to the Meeting and for the purpose of identification subscribed by the Chairman thereof be adopted in substitution for the existing Articles of Association of the Company".

ARL

CHAIRMAN



S 23117

[Handwritten signature]

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed
on 23 November 1977)

OF

THE ROVER COMPANY LTD

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

The Rover Company Ltd

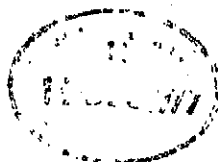
(Adopted by Special Resolution passed 23 November 1977)

PRELIMINARY

- 1 Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 ("the Act") as amended by the Companies Act 1967 shall apply to the Company. Subject as aforesaid references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL AND SHARES

- 2 The share capital of the Company at the date of the adoption of these Articles is one thousand Shares of £1 each.

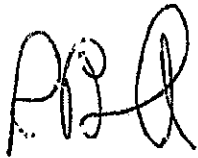


- 3 Subject to any direction to the contrary that may be given by the Company in general meeting all unissued shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.


TRANSFER OF SHARES

- 4 An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 5 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by Proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.
- 6 The Chairman at any General Meeting shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply.
- 7 Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.
- 

DIRECTORS

- 8 The maximum number of Directors shall be six or such other number as the Company may from time to time by Ordinary Resolution determine. Regulation 75 of Table A shall not apply to the Company.
- 9 The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company. Regulation 76 of Table A shall not apply.
- 10 A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply.
- 11 The Directors shall not be subject to retirement by rotation and accordingly Regulations 89 to 93 of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
- 12 A Resolution in writing signed by each of the Directors (or in any case and to the extent authorised by Article 14 his alternate Director) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more persons. Regulation 106 of Table A shall not apply.
- 

13 The Directors may entrust to and confer upon any Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they 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.

14 (a) Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(b) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.

(c) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Director may from time to time determine in relation to any committees of the

122 An

Directors the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

- (d) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (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.

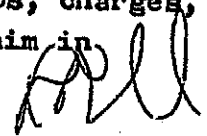
15 The following provisions shall apply and to the extent that there is any inconsistency shall have overriding effect as against all other provisions of these Articles :-

- (a) The Company may by Ordinary Resolution 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.
- (b) Each Director of the Company may at any time be removed from office by the Company by Ordinary Resolution.

Regulation 95 of Table A shall not apply.

INDEMNITY

Subject to the provisions of and so far as may be permitted by 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. Regulation 136 of Table
A shall be extended accordingly.

APL

THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

523 117

SPECIAL RESOLUTION
OF
THE ROVER COMPANY LIMITED

106

AT AN EXTRAORDINARY GENERAL MEETING OF
THE ROVER COMPANY LIMITED

held at 35-38 Portman Square, London W1H OHQ on 20 March 1980
at 4.09 pm the following Resolution was duly passed as a
Special Resolution:-

RESOLUTION

THAT the Memorandum of Association be amended by adding
the following new Clause 3(1) ; the present Clause 3(1)
being re-numbered 3(2) and subsequent Clauses re-numbered
accordingly:-

- 3(1) To purchase or otherwise acquire for any estate
or interest (including a divided or undivided
share) any land, premises, property or assets
from any person, firm or body corporate (including
associated companies) and to sell, lease, grant
licences covenants and other rights over and in any
other manner deal or dispose of the same and in such
manner as may be thought expedient and in particular to
purchase a divided or undivided share in the property
known as AEC Works, Windmill Lane, Southall,
Middlesex and to sell or otherwise dispose of the
same or any part thereof.

[Signature]



CHAIRMAN