

Number of
Company

84



Form No. 41

THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
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.

G.E.C. (SWITCHGEAR)

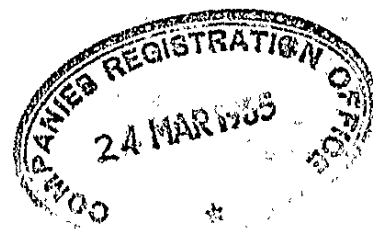
LIMITED

Presented by

J.E. Thomas,

1 Stanhope Gate,

LONDON, W.1.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
35 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, JOHN ELLIS THOMAS

of 1 Stanhope Gate, London, W.1.

(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) a Solicitor of the
Supreme Court engaged in the formation

of

G.E.C. (SWITCHGEAR) 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, 1935.

Declared at 78 South Andley

Street London W1

the 24 day of March

one thousand nine hundred and sixty-

five

Before me,

Harold B. Sumner

J. E. Thomas

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

Number of
Company

843406

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

G.E.C. (SWITCHGEAR)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended in Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100,000.

Signature

Description

Solicitor

Dated the twenty-fourth day of March 1965

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

J.E. Thomas

1 Stanhope Gate, London, W.1.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

COMPANIES
REGISTRATION
OFFICE
COMPANY LIMITED BY SHARES

843406

Memorandum of Association

OF

G. E. C. (SWITCHGEAR) LIMITED.

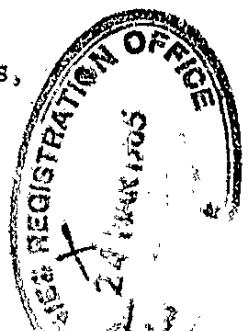
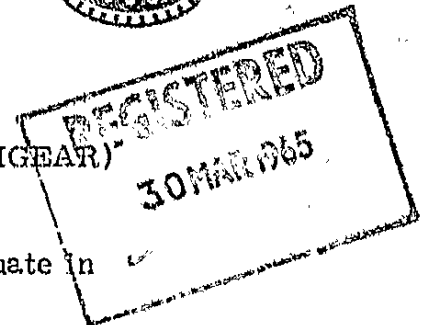


1. The name of the Company is "G. E. C. (SWITCHGEAR) LIMITED."

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

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

- (1) To carry on the business of electrical and mechanical engineers and manufacturers, producers, suppliers of and dealers in all forms of mechanical and electrical equipment, appliances, apparatus and devices, switchgear, circuit-breakers, control and power distribution equipment, switchboards, starters, contactors and fuses and of plant, components and all apparatus, accessories, equipment, raw and manufactured materials and things used or capable of being used in connection with any business or manufacture aforesaid.
- (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agricultural, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of tool-makers, instrument makers, metal workers; boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal founders, machinists, millwrights, converters and manufacturers of iron steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and vitro-ceramic and like materials of all kinds, manufacturers and workers of plastics and other synthetic materials



dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.

(9)

- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registerable designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.

(10)

(11)

- (4) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.

- (5) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.

- (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.

(12)

- (7) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.

(13)

- (8) To carry on business as carriers by land, sea or

air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage, or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.

- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (12) To receive and deal with the moneys of the Company in such manner as may from time to time be determined.
- (13) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (14) To receive money on deposit or loan, and to borrow or raise money, in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (15) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (16) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (17) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with

any such charters, contracts, decrees, rights, privileges and concessions.

- (21) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (22) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (24) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (25) To procure the Company to be registered ^{or} ~~in~~ recognised in any dominion, colony or dependency and in any foreign country or place.
- (26) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (27) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (28) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein

contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Act, 1909 to 1946, or of any Act amending extending or re-enacting the same.

4. The liability of the Members is limited.

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

WE, the several persons whose names, addresses and descriptions 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.
<i>A. J. Thomas.</i> 1 Stanhope Gate London W.1 Solicitor	One
<i>J. C. Waterhouse</i> 1, Stanhope Gate, London, W.1 Barrister at Law.	One

DATED the 24th day of March 1965.

WITNESS to the above Signatures:-

A. J. Thomas

1 Stanhope Gate,
London W.1.

Secretary.

Articles of Association

OF

G. E. C. (SWITCHGEAR) LIMITED.



REGISTERED
30 MAR 1950

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. ✓
4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
5. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two nor more than ten in number.
6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
8. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.
9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at

any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other Company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. J. Lunn.

1 Stanhope Gate
London, W.1
Solicitor

J. C. Waterhouse,
1, Stanhope Gate,
London, W.1

Barrister at Law.

DATED the 24th day of March 1965.

WITNESS to the above Signatures:-

R. D. Turner

1 Stanhope Gate,
London W.1.

Secretary.

C.173

DUPLICATE FOR THE FILE.

No. 843406



Certificate of Incorporation

I Hereby Certify that

G. E. O. (SWITCHGEAR) LIMITED

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

Given under my hand at London this Thirtieth day of March
One Thousand Nine Hundred and Sixty Five.

L. S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

SEE SEPARATE RECORD

Date

COMPANY LIMITED BY SHARES

Special Resolution

- of -

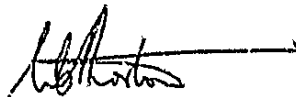
G.E.C. (SWITCHGEAR) LIMITED

Passed 23rd February, 1968

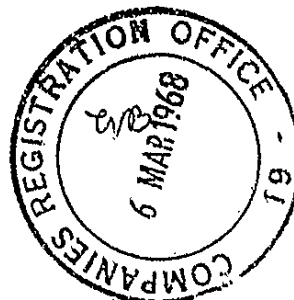
At an EXTRAORDINARY GENERAL MEETING of the
said Company, held at Electric Avenue, Witton, Birmingham
6 on the 23rd day of February 1968, the following SPECIAL
RESOLUTION was passed :-

RESOLVED -

That with the consent of the Board of Trade the name
of the Company be changed to GEC-AEI SWITCHGEAR
LIMITED.



Chairman.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 843406
16.

Whereas

G.E.C. (SWITCHGEAR) LIMITED

was incorporated as a limited company under the COMPANIES ACT, 1948,

30th MARCH, 1965

on the

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

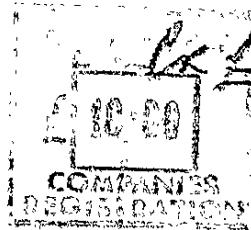
GEC-AEI SWITCHGEAR LIMITED

13th March, 1968.

Given under my hand at London the

Assistant Registrar of Companies

No. 843406



The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

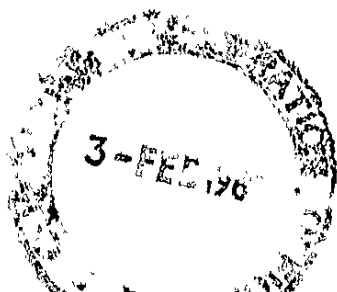
Special Resolution
of
G E C - A E I SWITCHGEAR LIMITED

Passed
22nd January 1969

AT an EXTRAORDINARY GENERAL MEETING of the Company held
at 1 Stanhope Gate, London, W.1. on the 22nd day of January, 1969,
the following resolutions were passed as SPECIAL RESOLUTIONS of
the Company :-

RESOLVED :-

1. That with the consent of the Board of Trade the name
of the Company be changed to G E C SWITCHGEAR
LIMITED.



B. C. Owers

B. C. Owers
Chairman



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843405 / 22

Whereas

GEC-AEI SWITCHGEAR LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,
on the **30TH MARCH, 1965**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

G E C SWITCHGEAR LIMITED

Given under my hand at London the **11TH FEBRUARY, 1969.**

W. R. Knight

Assistant Registrar of Companies

C.172

34
SAC (M) 100-114, 1962

See 9 - ECH

COMPANY LIMITED BY SHARP

Memorandum

AND

Articles of Association

OF

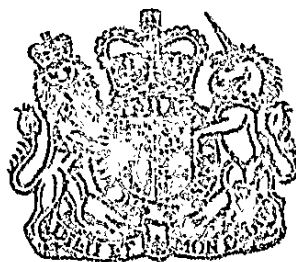
G.E.C. (SWITCHGEAR)
LIMITED

Incorporated the 30th day of March 1965.

Arthur
Arking

J.E. THOMAS, V
13 Inchope Gate,
Larock W.I.

No. 843406



Certificate of Incorporation

I HEREBY CERTIFY, that

G. E. C. (SWITCHGEAR) LIMITED

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

GIVEN under my hand at London this Thirtieth day of March,
One thousand nine hundred and sixty-five.

L. S. WHITFIELD.

Assistant Registrar of Companies.

On 13th March 1968, a Certificate of Incorporation was issued on
change of name to GEC-AEI SWITCHGEAR LIMITED.

On 11th February 1969, a Certificate of Incorporation was issued on
change of name to GEC SWITCHGEAR LIMITED.

Whitfield

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

G E C SWITCHGEAR LIMITED

Atkinson
A. R. R. R.

1. The name of the Company is "G E C SWITCHGEAR LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the business of electrical and mechanical engineers and manufacturers, producers, suppliers of and dealers in all forms of mechanical and electrical equipment, appliances, apparatus and devices, switchgear, circuit-breakers, control and power distribution equipment, switchboards, starters, contactors and fuses and of plant, components and all apparatus, accessories, equipment, raw and manufactured materials and things used or capable of being used in connection with any business or manufacture aforesaid.
 - (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agricultural, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of tool-makers, instrument makers, metal workers; boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal foundries, machinists, millwrights, converters and manufacturers of iron steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and vitro-ceramic and like materials of all kinds, manufacturers and workers of plastics and other synthetic materials and substances, makers, preparers, suppliers and

dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.

- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registered designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
- (4) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (5) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (7) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (8) To carry on business as carriers by land, sea or

air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage, or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.

- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (14) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (15) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (16) To receive money on deposit or loan, and to borrow or raise money, in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (17) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (18) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (19) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (20) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with

any such charters, contracts, decrees, rights, privileges and concessions,

- (21) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company,
- (22) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (24) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (25) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (26) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (27) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (28) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein

contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Act, 1909 to 1946, or of any Act amending extending or re-enacting the same.

4. The liability of the Members is limited.

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

- - - - -

WE, the several persons whose names, addresses and descriptions 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.
J. E. THOMAS, 1 Stanhope Gate, London, W. 1. Solicitor.	ONE
J. C. WATERHOUSE, 1 Stanhope Gate, London, W. 1. Barrister-at-Law.	ONE

DATED the 24th day of March, 1965.

WITNESS to the above Signatures:-

A. D. TURNER,
1 Stanhope Gate,
London, W. 1.
Secretary.

COMPANY LIMITED BY SHARES

Articles of Association

OF

G E C SWITCHGEAR LIMITED.

John W. C. R. R. R.
A. R. R. R.

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
5. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two nor more than ten in number.
6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
8. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.
9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at

any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

10. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other Company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. E. THOMAS,
1 Stanhope Gate,
London, W. 1.
Solicitor.

J. C. WATERHOUSE,
1 Stanhope Gate,
London, W. 1.
Barrister-at-Law.

DATED the 24th day of March, 1965.

WITNESS to the above Signatures:-

A. D. TURNER,
1 Stanhope Gate,
London, W. 1.
Secretary.

gull pte

843406

number of company
form No. 50

THE COMPANIES ACTS 1948 TO 1967

[COPY]

special resolution(s)

of GEC SWITCHGEAR

Limited

Passed the Eighth day of November 1973

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at Trafford Park,

Manchester 17

on the Eighth day of November 1973,

the following SPECIAL RESOLUTION(S) was/were duly passed:—

IT WAS RESOLVED that Article 9 of the Company's Articles of Association (dealing with the appointment of Directors and Officers) be modified to read as follows:—

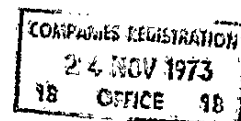
- 9(a) The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.
- 9(b) The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or

SECRETARY

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010



Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in Regulation 9(a) hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108, and 109, of Table A shall not apply.

Journal of Interpersonal Violence 26(10) 1978-1997
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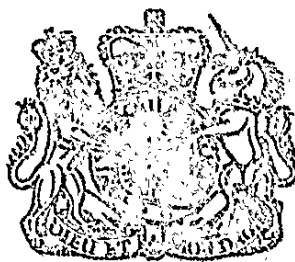
G E C (SWITCHGEAR)
LIMITED

COMMUNIST REGISTRATION
28 NOV 1973
43 OFFICE 43

L. F. THOMAS,
Sunderly Gate,
London W.1.

COMPANIES REGISTRATION
24 NOV 1973

No. 843406



Certificate of Incorporation

I HEREBY CERTIFY, that

G. E. C. (SWITCHGEAR) LIMITED

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

GIVEN under my hand at London this Thirtieth day of March,
One thousand nine hundred and sixty-five.

L. S. WHITFIELD,

Assistant Registrar of Companies.

On 13th March 1968, a Certificate of Incorporation was issued on
change of name to GEC-AEI SWITCHGEAR LIMITED.

On 11th February 1969, a Certificate of Incorporation was issued on
change of name to GEC SWITCHGEAR LIMITED.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

G E C SWITCHGEAR LIMITED.

-
1. The name of the Company is "G E C SWITCHGEAR LIMITED."
 2. The registered office of the Company will be situate in England.
 3. The objects for which the Company is established are:-
 - (1) To carry on the business of electrical and mechanical engineers and manufacturers, producers, suppliers of and dealers in all forms of mechanical and electrical equipment, appliances, apparatus and devices, switchgear, circuit-breakers, control and power distribution equipment, switchboards, starters, contactors and fuses and of plant, components and all apparatus, accessories, equipment, raw and manufactured materials and things used or capable of being used in connection with any business or manufacture aforesaid.
 - (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agricultural, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of tool-makers, instrument makers, metal workers; boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal founders, machinists, millwrights, converters and manufacturers of iron steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and vitro-ceramic and like materials of all kinds, manufacturers and workers of plastics and other synthetic materials and substances, makers, preparers, suppliers and

dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.

- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registered designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
- (4) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (5) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (7) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (8) To carry on business as carriers by land, sea or

air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage, or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.

- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
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- (17) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (18) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (19) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
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- (22) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
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- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein

contained shall empower the Company to carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Act, 1909 to 1946, or of any Act amending extending or re-enacting the same.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. ✓

WE, the several persons whose names, addresses and descriptions 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.

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J. E. THOMAS, 1 Stanhope Gate, London, W. 1. Solicitor.	ONE
J. C. WATERHOUSE, 1 Stanhope Gate, London, W. 1. Barrister-at-Law.	ONE

DATED the 24th day of March, 1965.

WITNESS to the above Signatures:-

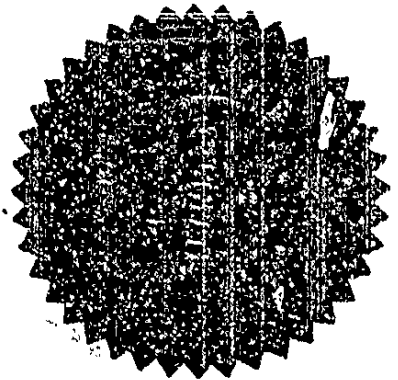
A. D. TURNER,
1 Stanhope Gate,
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Secretary.

COMPANY LIMITED BY SHARES

Articles of Association

OF

G E C SWITCHGEAR LIMITED.



1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

*Arthur
Barnes*

2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two nor more than ten in number.

6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.

7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

9(a) The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any

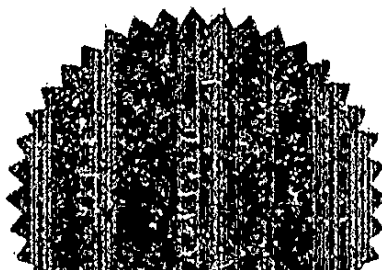
vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company Limited by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.

9(h) The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 9 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.

10. The Directors may establish and maintain or procure the Establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other Company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Arthur

Arthur



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. E. THOMAS,
1 Stanhope Gate,
London, W. 1.
Solicitor.

J. C. WATERHOUSE,
1 Stanhope Gate,
London, W.1.
Barrister-at-Law.

DATED the 24th day of March, 1965.

WITNESS to the above Signatures:-

A. D. TURNER,
1 Stanhope Gate,
London, W.1.
Secretary.

No. 843406

51

NO/CH 8280

SIGNED

DATE 15-2-78

Company Limited by Shares

SPECIAL RESOLUTION

of

GEC SWITCHGEAR LIMITED

Passed 10 March 1978

At an EXTRAORDINARY GENERAL MEETING of the Company held at the Registered Office, Lichfield Road, Stafford, on Friday 10th March 1978, the following resolution was passed as a SPECIAL RESOLUTION of the Company:-

RESOLVED:-

That with the consent of the Department of Trade the name of the Company be changed to GEC HIGH VOLTAGE SWITCHGEAR ~~LD~~ LIMITED.

Chairman



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843406

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I hereby certify that

GEC SWITCHGEAR LIMITED

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

GEC HIGH VOLTAGE SWITCHGEAR LIMITED

Given under my hand at Cardiff the

1ST APRIL 1978

D.A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

No. 843406

160

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

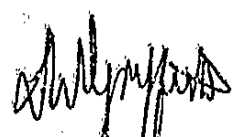
ARTICLES OF ASSOCIATION

OF

GEC HIGH VOLTAGE

SWITCHGEAR LIMITED

Incorporated the 30th day of March 1965.


D. W. GRIFFITHS,
Westinghouse Road,
Trafford Park,
Manchester.

No. 843406



Certificate of Incorporation

I Hereby Certify that

G. E. C. (SWITCHGEAR) LIMITED

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

Given under my hand at London this Thirtieth day of March
One Thousand Nine Hundred and Sixty Five.

L. S. Whitfield
Assistant Registrar of Companies.



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843406

Whereas

G.E.C. (SWITCHGEAR) LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the 30TH MARCH, 1965

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

GEC-AEI SWITCHGEAR LIMITED

Given under my hand at London the 13TH MARCH, 1968.

Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843406

Whereas

GEC-AEI SWITCHGEAR LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,
on the 30TH MARCH, 1965

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

G E C SWITCHGEAR LIMITED

Given under my hand at London the 11TH FEBRUARY, 1969.


Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843406

I hereby certify that

GEC SWITCHGEAR LIMITED

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

GEC HIGH VOLTAGE SWITCHGEAR LIMITED

Given under my hand at Cardiff the

1ST APRIL 1978

D. A. Pendlebury
D. A. PENDLEBURY

Assistant Registrar of Companies

No. 843406

The Companies Act 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC (SWITCHGEAR) LIMITED

Passed on 23rd February 1968

AT an EXTRAORDINARY GENERAL MEETING of the Company held
at Electric Avenue, Witton, Birmingham on 23rd February 1968
the following resolution was passed as a SPECIAL RESOLUTION
of the Company:-

IT WAS RESOLVED:

"That with the consent of the Board of Trade the name of
the Company be changed to G.E.C.-A.E.I. SWITCHGEAR LIMITED."

CHAIRMAN

No. 843406

The Companies' Act 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC-AEI SWITCHGEAR LIMITED

Passed on 22nd January 1969

AT an EXTRAORDINARY GENERAL MEETING of the Company held at 1 Stanhope Gate, London on 22nd January 1969, the following resolution was passed as a SPECIAL RESOLUTION of the Company:-

IT WAS RESOLVED:

"That with the consent of the Board of Trade the name of the Company be changed to GEC Switchgear Limited."

CHAIRMAN

The Companies' Act 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC SWITCHGEAR LIMITED

Passed on 8th November 1973

AT an EXTRAORDINARY GENERAL MEETING of the Company held at Trafford Park, Manchester on 8th November 1973, the following resolution was passed as a SPECIAL RESOLUTION of the Company:

It was resolved that Article 9 of the Company's Articles of Association (dealing with the appointment of Directors and Officers) be modified to read as follows:-

- 9 (a) The General Electric Company Limited shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company limited by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.

9(b) The General Electric Company Limited shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 7 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.

CHAIRMAN

No. 843406

The Companies' Act 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC SWITCHGEAR LIMITED

Passed on 10th March 1978

AT an EXTRAORDINARY GENERAL MEETING of the Company held at Lichfield Road, Stafford on 10th March 1978, the following resolution was passed as a SPECIAL RESOLUTION of the Company:--

RESOLVED that with the consent of the Department of Trade the name of the Company be changed to -

GEC HIGH VOLTAGE SWITCHGEAR LIMITED

CHAIRMAN

No. 843406

The Companies Acts, 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

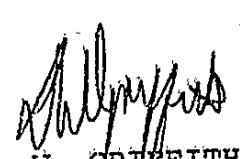
ARTICLES OF ASSOCIATION

OF

GEC HIGH VOLTAGE

SWITCHGEAR LIMITED

Incorporated the 30th day of March 1965.


D. W. GRIFFITHS,
Westinghouse Road,
Trafford Park,
Manchester.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM
OF
GEC HIGH VOLTAGE
SWITCHGEAR LIMITED

1. The name of the Company is "GEC HIGH VOLTAGE SWITCHGEAR LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the business of electrical and mechanical engineers and manufacturers, producers, suppliers of and dealers in all forms of mechanical and electrical equipment, appliances, apparatus and devices, switchgear, circuit-breakers, control and power distribution equipment, switchboards, starters, contactors and fuses and of plant, components and all apparatus, accessories, equipment, raw and manufactured materials and things used or capable of being used in connection with any business or manufacture aforesaid.
 - (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agricultural, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of tool-makers, instrument makers, metal workers; boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal foundries, machinists, millwrights, converters and manufacturers of iron steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and

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vitro-ceramic and like materials of all kinds, manufacturers and workers of plastics and other synthetic materials and substances, makers, preparers, suppliers and dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and all kinds of equipment, appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.

- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registered designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
- (4) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.
- (5) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (7) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.

- (8) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage, or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (9) To carry on business as bankers, capitalists, financiers and merchants.
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.
- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

- (14) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (15) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (16) To receive money on deposit or loan, and to borrow or raise money, in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (17) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (18) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (19) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state of municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.
- (20) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such

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charters, contracts, decrees, rights, privileges and concessions,

- (21) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (22) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (24) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (25) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place,
- (26) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (27) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (28) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to

carry on the business of assurance, insurance or reinsurance within the meaning of the Assurance Companies Act, 1909 to 1946, or of any Act amending extending or re-enacting the same.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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

J. E. THOMAS,
1 Stanhope Gate,
London, W.1.

ONE

Solicitor.

J. C. WATERHOUSE,
1 Stanhope Gate,
London, W.1.

ONE

Barrister-at-Law.

DATED the 24th day of March 1965.

WITNESS to the above Signatures:-

A. D. TURNER,
1 Stanhope Gate,
London, W.1.

Secretary.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

GEC HIGH VOLTAGE
SWITCHGEAR LIMITED

(as amended by a Special Resolution dated 8th November 1973)

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77, 87 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.
5. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two nor more than ten in number.
6. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

8. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.
9. (a) The General Electric Company p.l.c. shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company p.l.c. by one of its directors, and shall take effect upon lodgment at the Registered Office of the Company. Regulation 100 of Table A shall take effect subject to this regulation.
- (b) The General Electric Company p.l.c. shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointor thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in Regulation 9 hereof. Regulations 101 and 110 of Table A shall take effect subject to this regulation and Regulations 107, 108 and 109 of Table A shall not apply.
10. The Directors may establish and maintain or procure the Establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other Company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds 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 person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as

aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. E. THOMAS,
1 Stanhope Gate,
London, W.1.

Solicitor.

J. C. WATERHOUSE,
1 Stanhope Gate,
London, W.1.

Barrister-at-Law.

DATED the 24th day of March, 1965.

WITNESS to the above Signatures:-

A.D. TURNER,
1 Stanhope Gate,
London, W.1.

Secretary.

GEC HIGH VOLTAGE SWITCHGEAR LIMITED

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING
HELD AT TRAFFORD PARK, MANCHESTER ON 20TH AUGUST 1982

Present: Mr N A Eldred (In the Chair and holding Proxy from AEI Limited)
Mr A J R Ward (Holding Proxy from AEI Holdings Limited)
Mr F P Matravers
Dr R K Baldwin
Mr R Crummack

In attendance: Mr T J Parker (Company Secretary)

Notice of Meeting

The Secretary read the notice convening the meeting.

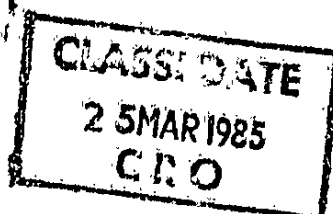
Report and Accounts

The Auditors' Report was read to the meeting and IT WAS RESOLVED that the Statement of Accounts for the year ended 31st March 1982 together with the Report of the Directors be and is hereby adopted.

Companies Act 1981

The following was put to the meeting as a Special Resolution duly seconded and passed that in accordance with Section 12 of the Companies Act 1981 Auditors to the Company shall not be appointed.


CHAIRMAN



843406

number of company
form No. 50

THE COMPANIES ACTS 1948 TO 1967

[COPY]

special resolution(s)

of GEC HIGH VOLTAGE SWITCHGEAR Limited

Passed the Seventeenth day of June 1985

At an Extraordinary General Meeting of the members of the above-named company,
duly convened and held at the registered office of the
Company at Trafford Park, Manchesteron the Seventeenth day of June 1985
the following SPECIAL RESOLUTION(S) was/were duly passed:—Resolved that the name of the Company be changed to -
GEC SWITCHGEAR LIMITEDmid
0012579
R 40.00
DIRECTOR

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 843406 / 76

I hereby certify that

GEC HIGH VOLTAGE SWITCHGEAR LIMITED

having by special resolution changed its name, is now
incorporated under the name of
GEC SWITCHGEAR LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4TH JULY 1985

A handwritten signature in cursive script, appearing to read 'C R Williams'.

MRS. C. R. WILLIAMS

an authorised officer

Company Number 843406



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GEC SWITCHGEAR LIMITED

DATED 22 JUNE 1989

At an Extraordinary General Meeting of the Company duly convened and held on 22 June 1989 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to 'GEC ALSTHOM SWITCHGEAR LIMITED' and that Clause 1 of the Company's Memorandum of Association be altered accordingly.

CHAIRMAN

LB 11640
P41 338162



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 843406

I hereby certify that

GEC SWITCHGEAR LIMITED

having by special resolution changed its name,

is now incorporated under the name of

GEC ALSTHOM SWITCHGEAR LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 JULY 1989

M. R. C.
M. R. C.

an authorised officer