

[illegible]

NO. OF COMPANY

890467



THE COMPANIES ACT, 1948.

REGISTERED
26 OCT 1966

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY TRENT COMBUSTION SERVICES

LIMITED.

CAT. No. C.F.41.

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by

Document Filer's Reference



Singleton, Carter & Co.,

23, King Street,

I, Francis Cunningham Pendleton

of 25, Woodthorpe Court, Sherwood, Nottingham,

DO solemnly and sincerely declare that I am ~~(a) a Solicitor of the Supreme Court~~
~~engaged in the formation of~~ [a person named in the Articles of Association as a
Director/Secretary],

of Trent Combustion Services

LIMITED,

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

Declared at Leicester in the City
of Nottingham

the 13th day of October 1956.

One thousand nine hundred and ninety six
before me,

R. J. O'Brien
A Commissioner for Oaths (b)

Pendleton

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

I, Francis Cunningham Fenileton

of 25, Woodthorpe Court, Sherwood, Nottingham,

DO solemnly and sincerely declare that I am ~~(a) a Solicitor of the Supreme Court engaged in the formation of~~ [a person named in the Articles of Association as a Director/Secretary],

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A Commissioner for Oaths (b)

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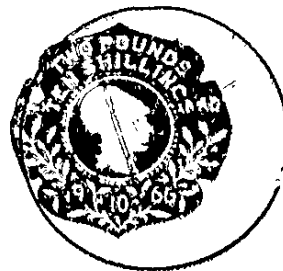
(a) Delete words not required.

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890467

NO. OF COMPANY

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

REGISTERED
26 OCT 1966

TRENT COMBUSTION SERVICES

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £ 500

Signature

Date

13th October 1966

Description

Secretary

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

CAT. NO. C.A.25.

W8802(A) □

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents

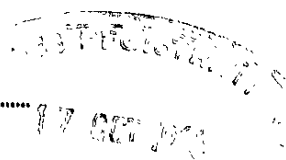
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration by

Singleton, Carter & Co.,

23, King Street,

Nottingham



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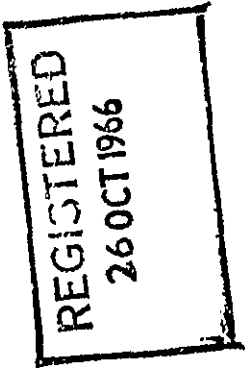
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COMPANY LIMITED BY SHARES

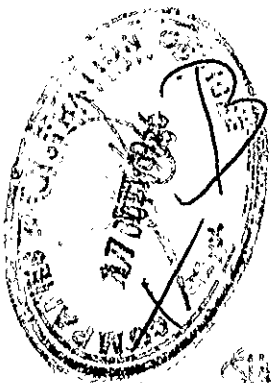
Memorandum of Association

OF

TRENT COMBUSTION SERVICES LIMITED.



1. The name of the Company is "TRENT COMBUSTION SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To carry on business as servicers, repairers and installers of, thermostatically controlled electric central heating in industrial, commercial, domestic and other buildings, and all central heating systems entailing solid fuel, gas and oil, wholesale and retail dealers and repairers of, and in thermostatic and vibrating controls and valves, heat exchangers, ventilating and temperature control plant, apparatus and instruments, air conditioning plant, dust extraction plant, air filters, air compressing plant and machinery, pumps, heating equipment, refrigerators, cold storage plant and apparatus, electrical equipment and apparatus, domestic equipment and appliances, machines and machinery generally and parts thereof, tools, scientific instruments, engineers' stocks and sundries, ironmongery, hardware, and metal goods of every description.
 - (b) To carry on business as heating, ventilating and domestic engineers and consultants, sanitary, electrical, mechanical, and general engineers, electrical installation contractors, plumbers, pipe fitters, glaziers, ironfounders, brassfounders, steel and metal makers, refiners and workers, smelters, sheet metal workers, alloy makers, welders, galvanizers, enamellers, japanners, annealers, platers, polishers, builders and contractors, decorators, painters, joiners, woodworkers, furniture makers, ironmongers, hardware dealers, china, glass and earthenware dealers, carriers and haulage contractors.
 - (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.



- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

4.

- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £500, divided into 500 Shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Reginald Joseph Fussell (FUSSELL)</i> <i>113 - Eltham Drive</i> <i>Landershill</i> <i>Nottingham</i> <i>Heating Engineer ✓</i></p> <p><i>John Ronald Boot (BOOT)</i> <i>41, Norbett Road</i> <i>Arnold</i> <i>Notts</i> <i>Heating Engineer. ✓</i></p>	<p><i>One</i></p> <p><i>one.</i></p>
TOTAL SHARES TAKEN.	<i>Two</i>

Dated this *13th* day of *October* 19*66*

Witness to the above Signatures:-

Francis Cunningham Pendleton
23, King Street,
Nottingham

890467 / *GH*

The Companies Act, 1948

COMPANY LIMITED BY SHARES

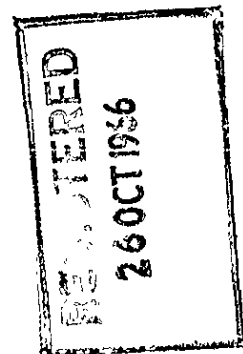


Articles of Association

OF

TRENT COMBUSTION SERVICES LIMITED.

PRELIMINARY AND INTERPRETATION.



1. The following shall be the Articles of the Company.

2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

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

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing, shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

4. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed; ✓
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise;

17(a)

- (d) The Company shall not have the power to issue Share Warrants to bearer;
- (e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

26. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS.

27. (a) The number of the Directors of the Company shall be the number fixed from time to time by the Company in General Meeting but need not exceed one. The first Directors of the Company shall be Reginald Joseph Fussell, John Ronald Boot and David Alan Perkins. If and so long as there is a sole Director he shall have authority to exercise all the powers, authority and discretions by the Articles expressed to be vested in the Directors, and the Articles shall be interpreted as modified accordingly.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Reginald Joseph Fussell, John Ronald Boot and David Alan Perkins so long as they continue to be the beneficial holders of One Share each in the Company, shall remain Directors of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until they shall die or elect to retire.

(c) The qualification of a Director shall be the holding as beneficial owner of at least One Share of the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two months after his appointment.

(d) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. Regulations 80 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

31A. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. (a) The quorum necessary for the transaction of business at a Meeting of the Directors shall (until otherwise determined by the Company in General Meeting) be one, and one Director present alone at a duly convened Meeting of the Board of Directors may act and pass resolutions, and such acts and resolutions shall be as valid as if they had been performed or passed by a majority of the Directors present at a Meeting of the Directors attended by more than one Director.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

35. Subject to the provisions of Section 184 of the Act, and Regulation 96 of Table A, and of Clause 31 (A) of the Articles, the said Reginald Joseph Fussell referred to in Clauses 27 (a) and 27 (b) of the Articles, so long as he shall continue to hold as beneficial owner One Share in the Company and to be a Director of the Company under the provisions of Clause 27 (b) of the Articles, shall be the permanent Managing Director of the Company, and shall be entitled to exercise all the powers, authorities and discretions conferred by the Articles on the Directors.

SECRETARY.

36. (a) The first Secretary of the Company shall be Francis Cunningham Pendleton.

(b) Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

37. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

40. Regulations 128 and 129 of Table A shall apply.

AUDIT.

41. Regulation 130 of Table A shall apply.

NOTICES.

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

43. Regulation 135 of Table A shall apply.

INDEMNITY.

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Reginald Joseph Russell

113 Eltham Drive

Lunderhill

Nottingham

Heating Engineer ✓

John Ronald Foot

41, Norbett Road.

Arnold

Notts.

Heating Engineer ✓

Dated this 13th day of October 1966

Witness to the above Signatures:-

Francis Cunningham Pendleton

23, King Street,

Nottingham

Chartered Accountant

DUPLICATE FOR THE FILE.

No. 890467



Certificate of Incorporation

I Hereby Certify that

TRENT COMBUSTION SERVICES LIMITED

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

Given under my hand at London this TWENTY-SIXTH DAY OF OCTOBER
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Date



Companies Registration Office

Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext **258**

**THE SECRETARY
TRENT COMBUSTION SERVICES
LIMITED
23 KING STREET,
NOTTINGHAM**

Please reply to The Registrar
Your reference

Our reference GAZ list **2627**

D24/ **890467**

Date **14 NOV 1972**

Dear Sir/Madam

.....

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

S. PHILLIPS (MISS)

for Registrar

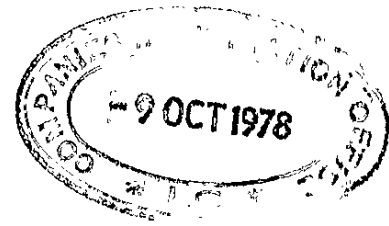
No. of Company

890467/29



THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

TRENT COMBUSTION SERVICES LIMITED

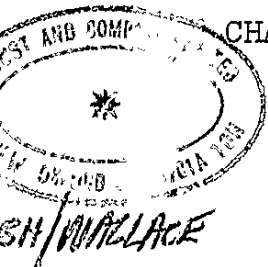
Passed the 28th day of September 1978

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on the 28th day of September 1978, the following SPECIAL RESOLUTION was duly passed, viz:-

That, with the approval of the Department of Trade, the name of the Company be changed to :-

TRENT COMBUSTION COMPONENTS LIMITED

CHAIRMAN





890467/30



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. **890467**

I hereby certify that

TRENT COMBUSTION SERVICES LIMITED

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

TRENT COMBUSTION COMPONENTS LIMITED

Given under my hand at Cardiff the **17TH OCTOBER 1978**

P. WALKER

Assistant Registrar of Companies

32
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

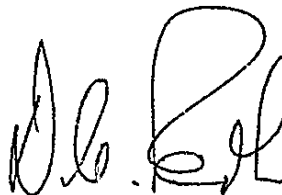
TRENT COMBUSTION COMPONENTS LIMITED

Passed the 3rd day of November 1978

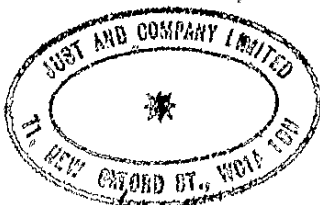
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at The Octagon 143 Derby Road Nottingham on Friday the 3rd day of November 1978 the following Resolutions were passed as Ordinary Resolutions :-

ORDINARY RESOLUTIONS

1. "That the capital of the Company be increased from £500 divided into 500 Ordinary Shares of £1 each (all of which said shares are issued and fully paid) to £50,000 divided into 50,000 Ordinary Shares of £1 each by the creation of 49,500 new Ordinary Shares of £1 each to rank pari passu in all respects as one class with the existing shares in the capital of the Company".
2. "That subject to the passing of the Resolution numbered 1 above 6750 such new Ordinary Shares of £1 each be offered in the first instance to the holders of the Ordinary Shares of £1 each in the capital of the Company whose names appear on the Register of Members of the Company at the date of the passing of this Resolution in the proportion of 27 new Ordinary Shares of £1 each for every 2 Ordinary Shares then held by each such Member".



D.A. PERKINS



CHAIRMAN

No. of Company 890467 / 31

Form No. 10

THE COMPANIES ACTS, 1948 to 1967

Notice of Increase in Nominal Capital

Pursuant to section 63 of the Companies Act 1948

Name of Company :

TRENT COMBUSTION COMPONENTS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967).

Presented by

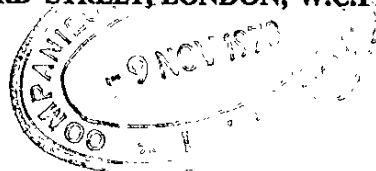


DSH/WARACE

JUST AND COMPANY LTD.

Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1



77

To THE REGISTRAR OF COMPANIES,

TRENT COMBUSTION COMPONENTS

LIMITED,

hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that
by ~~an~~ ^{an} Ordinary Resolution of the Company dated the
3rd day of November 19 78 the Nominal Capital
of the Company has been increased by the addition thereto of the sum of
£49,500 beyond the Registered Capital of £500

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
49,500	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)
subject to which the new shares have been, or are to be, issued are as follows :—
the newly created 49,500 Ordinary Shares of £1 each shall
rank pari passu in all respects as one class with the
existing shares in the capital of the Company

If any of the new shares are Preference Shares state whether they are redeemable or not

Signature

State whether Director }
or Secretary } Director

Dated the 3rd day of November 19 78
*“Ordinary” “Extraordinary” or “Special”

THE COMPANIES ACTS, 1498 to 1976

COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association
OF
TRENT COMBUSTION
COMPONENTS LIMITED

No. 890467

Incorporated the 26th day of October, 1966

Certified a true complete and up to
date copy of the within written
Memorandum and Articles of Association

.....
Director/Secretary

Dated 21st September 1988



C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

OF

TRENT COMBUSTION COMPONENTS LIMITED

1. The name of the Company is "TRENT COMBUSTION SERVICES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To carry on business as servicers, repairers and installers of, thermostatically controlled electric central heating in industrial, commercial, domestic and other buildings, and all central heating systems entailing solid fuel, gas and oil, wholesale and retail dealers and repairers of, and in thermostatic and vibrating controls and valves, heat exchangers, ventilating and temperature control plant, apparatus and instruments, air conditioning plant, dust extraction plant, air filters, air compressing plant and machinery, pumps, heating equipment, refrigerators, cold storage plant and apparatus, electrical equipment and apparatus, domestic equipment and appliances, machines and machinery generally and parts thereof, tools, scientific instruments, engineers' stocks and sundries, ironmongery, hardware, and metal goods of every description.
 - (b) To carry on business as heating, ventilating and domestic engineers and consultants, sanitary, electrical, mechanical, and general engineers, electrical installation contractors, plumbers, pipe fitters, glaziers, ironfounders, brassfounders, steel and metal makers, refiners and workers, smelters, sheet metal workers, alloy makers, welders, galvanizers, enamellers, japanners, annealers, platers, polishers, builders and contractors, decorators, painters, joiners, woodworkers, furniture makers, ironmongers, hardware dealers, china, glass and earthenware dealers, carriers and haulage contractors.

the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
 - (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
 - (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
 - (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (6A) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
 - (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
 - (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
 - (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to

carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the debts of, or otherwise assist, any such person or company.

- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

*5. The Share Capital of the Company is £500, divided into 500 Shares of £1 each.

*By an Ordinary Resolution of the Company passed the 3rd day of November 1978 the Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>Reginald Joseph Fussell, 113 Eltham Drive Cinderhill Nottingham</p> <p>Heating Engineer</p>	<p>One</p>
<p>John Ronald Boot, 41 Norbett Road Arnold Nottingham</p> <p>Heating Engineer</p>	<p>One</p>
<p>TOTAL SHARES TAKEN.</p>	<p>Two</p>

Dated this 13th day of October 1966

Witness to the above Signatures :-

Francis Cunningham Pondleton
23 King Street Nottingham
Chartered Accountant.

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

OF

TRENT COMBUSTION COMPONENTS LIMITED

PRELIMINARY AND INTERPRETATION

1. The following shall be the Articles of the Company.
2. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

3. In these Articles :-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

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

"Table A" means Part I of Table A of the First Schedule to the Act;

"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing, shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

The Company is a private company within the meaning of the Act, and accordingly :-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed;
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation or otherwise.
- (d) The Company shall not have the power to issue Share Warrants to bearer;
- (e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

ALTERATION OF ARTICLES

5. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he becomes a

... more shares than the number held by him at a date on which the alteration is made, or in any way increase his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES

6. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

8. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES

9. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES

10. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows :-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

r, if and so far as the alteration requires him to take subscribe for more Shares than the number held by him at a date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES

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LIEN

7. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

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11. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows :-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make, in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

12. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 11 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

13. If at the expiration of the fourteen days referred to in Clause 12 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

14. Notwithstanding anything in Clause 13 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share

Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

15. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 10 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 13 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 17 (a) of the Articles and of Regulation 25 of Table A.

16. Nothing contained in the provisions of Clauses 10 to 15 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

17. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive of Table A shall apply.

TRANSMISSION OF SHARES

18. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES

19. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL

20. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS

21. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS

22. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS

23. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS

24. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

25. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING

26. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

27. (a) The number of the Directors of the Company shall be the number fixed from time to time by the Company in General Meeting but need not exceed one. The first Directors of the Company shall be Reginald Joseph Fussell, John Ronald Boot and David Alan Perkins. If and so long as there is a sole Director he shall have authority to exercise all the powers, authority and discretions by the Articles expressed to be vested in the Directors, and the Articles shall be interpreted as modified accordingly.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 31A of the Articles, the said Reginald Joseph Fussell, John Ronald Boot and David Alan Perkins so long as they continue to be the beneficial holders of One Share each in the Company, shall remain Directors of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until they shall die or elect to retire.

(c) The qualification of a Director shall be the holding as beneficial owner of at least One Share of the Company. A Director may act before acquiring his qualification, but it shall be his duty to acquire his said qualification within two months after his appointment.

(d) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS

28. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

29. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

30. Regulations 80 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS

31A. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act; or
- (b) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Is convicted of an indictable offence; or
- (f) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (g) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

31B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may

continue to hold office as a Director notwithstanding that he has reached the age of seventy, and a Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from these provisions.

ROTATION OF DIRECTORS

32. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS

33. (a) The quorum necessary for the transaction of business at a Meeting of the Directors shall (until otherwise determined by the Company in General Meeting) be one, and one Director present alone at a duly convened Meeting of the Board of Directors may act and pass resolutions, and such acts and resolutions shall be as valid as if they had been performed or passed by a majority of the Directors present at a Meeting of the Directors attended by more than one Director.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS

34. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR

35. Subject to the provisions of Section 184 of the Act, and Regulation 96 of Table A, and of Clause 31 (A) of the Articles, the said Reginald Joseph Fussell referred to in Clauses 27 (a) and 27 (b) of the Articles, so long as he shall continue to hold as beneficial owner One Share in the Company and to be a Director of the Company under the provisions of Clause 27 (b) of the Articles, shall be the permanent Managing Director of the Company, and shall be entitled to exercise all the powers, authorities and discretions conferred by the Articles on the Directors.

SECRETARY

36. (a) The first Secretary of the Company shall be Francis Cunningham Pendleton.

(b) Regulation 110 to 112, inclusive, of Table A shall apply.

SEAL

17. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE

38. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS

39. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS

40. Regulations 128 and 129 of Table A shall apply.

AUDIT

41. Regulation 130 of Table A shall apply.

NOTICES

42. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP

43. Regulation 135 of Table A shall apply.

INDEMNITY

44. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Reginald Joseph Fussell

113 Eltham Drive
Cinderhill
Nottingham

Heating Engineer

John Ronald Boot

41 Norbett Road
Arnold
Nottingham

Heating Engineer

Dated this 13th day of October 1966.

Witness to the above Signatures:-

Francis Cunningham Pendleton
23 King Street, Nottingham
Chartered Accountant

THE COMPANIES ACTS, 1498 to 1976

COMPANY LIMITED BY SHARES

New
Memorandum
and
Articles of Association
OF
TRENT COMBUSTION
COMPONENTS LIMITED

No. 890467

No:- 890467



THE COMPANIES ACTS 1948 TO 1976

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

TRENT COMBUSTION COMPONENTS LIMITED


At an Extraordinary General Meeting of the above named Company duly convened and held at Gauntley Street, new Basford, Nottingham, on Wednesday the 21st day of September 1988 the following Resolutions were duly proposed and passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered with respect to its objects by inserting the following new sub-clause (6A) immediately after sub-clause (6) of Clause 3 thereof:-

(6A) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business.

2. THAT the forms of guarantee and debenture in favour of Yorkshire Bank PLC now produced to the Meeting be and the same are hereby approved and the Directors are hereby authorised to procure the execution under seal of such documents by the Company.


.....
Chairman of the Meeting

Presented by:-
Booth & Co., (Ref: MAC/RPEB)
Sovereign House,
South Parade, Leeds LS1 1HQ.



THE COMPANIES ACTS 1985-89

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TRENT COMBUSTION COMPONENTS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 31st March 1992 the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT in accordance with Section 320 of The Companies Act 1985 the Company enter into an arrangement with Mr David Alan Perkins a director of the Company whereby One hundred and fifty thousand pounds (£150,000) being paid to the Company by Mr David Alan Perkins the Company will:-

- (1) Discharge the charge held over its Gauntley Street Basford Nottingham property held by the Yorkshire Bank Plc 11 Smithy Row Nottingham
- (2) Ensure the release of Mr David Alan Perkins from all personal undertakings and guarantees made with the Yorkshire Bank Plc for the benefit of the Company
- (3) Transfer to Mr David Alan Perkins the Company's property at Gauntley Street Basford Nottingham registered at H M Land Registry with leasehold Title Number MT112251.

AND that the Board of Directors shall have authority to sign all necessary documents to put the same into effect.

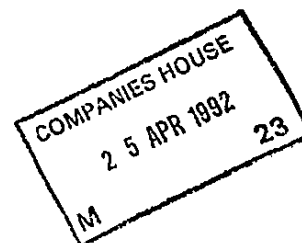


D A Perkins
Chairman

Presented by

Hunt Dickins
Solicitors
Express Buildings
29 Upper Parliament Street
Nottingham
NG1 2AQ

Ref: E.M.F.T.





Lee & Co.

Incorporating Wood, Clayton & Lee

25 Hough Lane
Leyland PR5 1SU
Tel. (0772) 421748
DX 20201
Fax: (0772) 457346

SOLICITORS

24 Hour Emergency Tel. No. (0860) 650364

Also at Lostock Hall

Your Ref:

Our Ref: GHL/SML/JX.535

The Registrar,
Company Registry,
DX.33050,
CARDIFF.

23rd April 1992

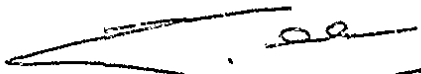
Dear Sir,

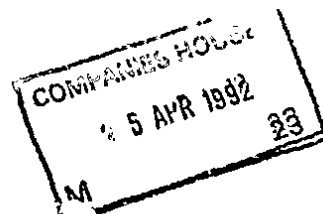
Re: Trent Combustion Components Limited - No.890467

We enclose herewith the original Special Resolution passed at an Extraordinary General Meeting of the company on the 31st March 1992 for filing in your records.

We shall be pleased if you would kindly acknowledge safe receipt.

Yours faithfully,


Lee & Co.



Solicitors: G. H. Lee M.B.I.M. (Principal). J. D. Roberts LL. B. (Associate Solicitor).
Legal Executives: M Hearn. J Baxter. J. H. B. Williams J Kerrigan, (F. Inst. L. Ex.). S. C. Lee, (F. Inst. L. Ex.).

Regulated by the Law Society for the conduct of Investment Business

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

1. To the Registrar of Companies
-
- (Address overleaf - Note 6)

Company number

890467

Name of company

* TRENT COMBUSTION COMPONENTS LTD.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened]
- ~~[extended]~~
- † and [is to be treated as having come to an end]
- ~~[will come to an end]~~
- † on

Day Month Year

3 1 1 2 1 9 9 2

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~[parent]~~† undertaking of

HEATING REPLACEMENT PARTS & CONTROLS LTD.

, company number 1195768

the accounting reference date of which is 31 DECEMBER.

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on

and it is still in force.

6. Signed

Designation‡ Co. Sec

Date 15.3.93

Presentor's name address
telephone number and reference (if any):Heating Replacement Parts &
Controls Ltd.
P.O. Box 48
Enertech House
King Street
Leyland
PR5 1JX
0772 601304For official use
D.E.B.

Post room

COMPANIES HOUSE
23 MAR 1993
M 7

Cooper-Parry Prior & Palmer

Chartered Accountants

Our Ref: TR122/TR124/DMcG/MDS

26 May 1993

T Oakes
Heating Replacement Parts & Controls Ltd
P O Box 48
Enertech House
King Street
Leyland
PRESTON
Lancs.

Dear Tony

Trent Combustion Components Limited
Trent Combustion Energy Products Ltd

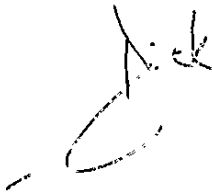
We hereby tender our resignation as auditors of the above companies.

As you are aware the companies tax affairs are still under investigation and we would be grateful if you would confirm that you still wish us to continue with this work.

Most of the work relating to the investigation relates to Mr David Perkins and we will be billing him directly, but there will undoubtedly be some costs relating to the revision of corporation tax assessments and we would be grateful if you would confirm that the company will meet these costs. The costs could be accrued for in the 1993 results and should not exceed £500.

I look forward to hearing from you concerning the progress of the management accounts.

Yours sincerely



56 High Pavement Nottingham NG1 1HX Telephone: (0602) 580212 Fax: (0602) 588800

A. A. Woods FCA E. C. H. Bateman FCA R. B. Peck FCA J. I. Bowler FCA P. Colledge FCA P. J. Coxon ACA G. S. Gilbert FCA A. J. Kennedy FCA
T. T. Langham FCA R. W. Leivers FCA D. McGowan FCA A. R. Moore FCA D. G. W. Moss FCA I. S. Tedcastle J. G. Turnbull FCA D. I. Walker FCA
Senior Managers M. R. Ellingworth FIPA M. P. Field ACA A. G. Harbron FCA C. R. Shaw ACA P. R. Sterling ACA

Derby Office: 102 Friar Gate, Derby DE1 1FH Telephone: (0332) 295544 Fax: (0332) 295600 DX: 700891 Derby 4



A member of the International Group of Accounting Firms

Regd. to carry on audit work and authorised to carry on management business by the Institute of Chartered Accountants in England and Wales

TRENT COMBUSTION COMPONENTS LIMITED

MINUTES of a meeting of the Directors held at Enertech House, King Street, Leyland, Preston on the 27th day of May 1993.

PRESENT Gerry Rickards (Chairman)
 Antony Harry Oakes

APPOINTMENT OF AUDITOR

Having received on 27th May 1993 the formal notice of resignation of Cooper-Parry, Prior and Palmer as auditor to the Company it is resolved that Arthur Andersen be appointed to fill the casual vacancy so created to serve as auditor until the conclusion of the next general meeting at which accounts are laid before the members.

The Secretary is hereby authorised to file the necessary notification with the Registrar of Companies.

GERRY RICKARDS (Chairman)



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

Note
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

† delete as appropriate

‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as appropriate

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

890467

Name of company

* TRENT COMBUSTION COMPONENTS LIMITED

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 7

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 7 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed

Designation‡ SECRETARY

Date 16/6/93

Presentor's name address
telephone number and reference (if any):

For official use
D.E.B.

Post room