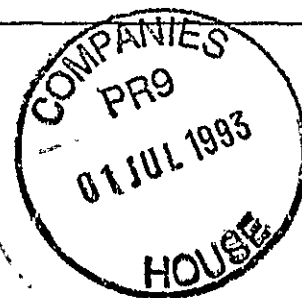


Company Number : 1983373

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
MECHANICS' CENTRE LIMITED

PANNONE & PARTNERS
41 SPRING GARDENS MANCHESTER M2 2BB



The Companies Act 1985
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
MECHANICS' CENTRE LIMITED

Interpretation

1. In these articles:-

"the Act"	means the Companies Act 1985
"the Company"	means Mechanics' Centre Limited
"month"	means calendar month
"the seal"	means the common seal of the Company
"secretary"	means any person appointed to perform the duties of the secretary of the Company
"the statutes"	means the Companies Act 1985
"treasurer"	means any person appointed to perform the duties of treasurer of the Company
"United Kingdom"	means Great Britain and Northern Ireland
"year"	means calendar year.

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

Words importing members shall where the context so requires include the duly authorised representatives of corporate members.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

The Members

2. The number of members of the Company shall not be subject to any minimum or maximum and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive notice of and to attend and vote at any General Meeting of the Company may determine by ordinary resolution.
3. The subscribers to the memorandum of association and such other persons as the directors may from time to time admit to membership shall be members of the Company, provided that, as far as possible, each member shall at any given time be an organisation from the sphere of Trades' Unions affiliated to the Trades' Union Congress but nothing in this article shall be construed as conferring any legal right of representation. Every organisation or individual wishing to become a member of the Company shall deliver to the Company a duly completed application for membership in such form as the directors require and shall pay any subscription or other sum from time to time due to the Company.
4. A member may at any time withdraw from the Company by giving at least 30 days written notice to the Company. Membership shall not be transferable. The directors may at their discretion terminate the membership of any member provided always that the requirements of natural justice shall be respected and that any such member shall be entitled to make reasonable representations in person to the directors or a committee of the directors.

5. The directors shall be entitled to provide for the admission of such individuals or organisations as they may think fit to be sponsors, patrons, supporters, friends or associates of the Company and for the rights duties and liabilities (if any) of such individuals or organisations but so that such individuals or organisations shall not by virtue of being sponsors, patrons, supporters, friends or associates be members of the Company and their rights (if any) shall not include any right to speak or vote at general meetings of the Company. The Secretary shall keep an accurate register of such sponsors, patrons, supporters, friends or associates of the Company.

General Meetings

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within twelve weeks of its incorporation, it need not hold it in the year of its incorporation.
7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of General Meetings

9. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company, other than an Annual General Meeting or a meeting for the passing of a special resolution, shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter described or in such other manner if any, as may be prescribed by the Company in General Meeting, to such persons as are, under these articles, entitled to receive such notices from the Company.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed in the case of :-

- (a) a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an

Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the directors and of the Auditors, the election of directors in the place of those retiring, and the appointment and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members present in person shall constitute a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The following persons, in strict order of priority, have the right to preside as Chairman at every General Meeting of the Company:-
 - (a) the Chairman of the directors;
 - (b) any director duly elected by those present at the meeting and
 - (c) any member of the Company duly elected by those present at the meeting.
15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original

meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least 10 members present in person; or
- (c) by any member or members present in person and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

17. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
19. In the case of an equality of votes either on a show of hands or on a poll the Chairman shall have a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

21. Subject to the provisions of the Statutes 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 shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Votes of Members

22. Every member, who has been duly registered as such and has paid every subscription (if any) and other sum (if any) due and payable to the Company in respect of his membership, shall have one vote which shall be given in person.
23. Where a member is a corporate member, then its duly authorised representative being present in person, shall vote on its behalf; and, if required by the Chairman, that representative shall produce proof of his authority to the General Meeting.

Directors

24. The number and names of the first directors shall be determined in writing by the subscribers of the memorandum of Association or a majority of them, and shall not be less than two.
25. Unless otherwise determined by ordinary resolution pursuant to Article 42 below, the number of directors of the Company shall be twenty-two.
26. The remuneration of the directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day.
27. No director shall be disqualified by virtue of such membership from contracting with the Company, either with regard to his tenure of any other office or employment under the Company, (except as regards the office of Auditor) or as Vendor, Purchaser or otherwise; nor shall any such contract, or any contract or arrangement entered into by or

on behalf of the Company in which any director is in anyway interested, either personally or by virtue of his association with any other company, association, business or firm be liable to be avoided, nor shall any director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such membership or of the fiduciary relationship thereby established, provided that the nature of his interest shall be declared by him at the meeting of the directors after he becomes so interested. Subject to his so disclosing his interest a director shall be counted for the purpose of ascertaining a quorum and may vote in respect of any contract made by him with the Company or in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

28. A general notice given to the directors by any individual director to the effect that he is a member of or associated with any specified company, association, business or firm, shall be deemed a sufficient declaration of interest in relation to any contract so made provided that no such notice shall be of effect unless either it is given at a meeting of the directors or the individual director giving it takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given.

Borrowing Powers

29. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of the Directors

30. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not,

by the Statutes or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Statutes, these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

31. The directors may from time to time and at any time by power of attorney appoint any company, association, business, person or body or persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
32. All cheques, promissory notes, drafts, bills of exchange, scrip, warrants and other transferable and negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn accepted endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
33. The directors shall cause minutes to be made in books provided ("the Minute Books") for the purpose of:-
 - (a) all appointments of officers made by the directors;
 - (b) the names of the directors present at each meeting of the directors and of any committee of the same, and

- (c) all resolutions and proceedings at all meetings of the Company, and of the directors, and of any committee of the latter.

Every director present at any meeting of the directors or any committee of the same shall sign his name in the Minute Books. Copies of the minutes of any meeting of any such committee shall be sent to all the directors.

Disqualification of Directors

34. The office of director shall be vacated if;

- (a) The director becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (b) The director becomes the subject of an order made under section 295-300 inclusive of the Act; or
- (c) The director becomes of unsound mind; or
- (d) The director resigns his/her office by notice in writing to the Company; or
- (e) The director is removed from office by a resolution in accordance with section 303 of the Act; or
- (f) The director absents himself/herself for a period of 12 calendar months from the meetings of the directors without special leave of absence recorded in the minute book; or
- (g) The director, being a Member of the Company, ceases to be such a member; or
- (h) The Company receives written notice, from the Secretary of the corporate member of the Company of which the director is himself/herself a member, either;

(i) that the director is no longer a member of such corporate member; or

(ii) where the director was elected to the board following nomination by such corporate member, that the corporate member no longer wishes the director to serve on the board.

35. No person shall be ineligible for appointment to election as a director and no such member shall be liable to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

Rotation of Directors

36. At the first Annual General Meeting of the Company all the directors shall retire from office and at each subsequent Annual General Meeting half the total number of the directors shall so retire and in the event of half the said total number being an odd number then one less than half the said total number shall so retire.
37. Subject to Article 36 above, the directors to retire, at each Annual General Meeting of the Company, shall be those who have been longest in office since their last election or appointment, and in the event of it being necessary, in order to comply with Article 36 above, to retire one or more directors from a number of directors who were elected or appointed at the same time, those directors to retire shall (unless they agree otherwise amongst themselves) be determined by lot.
38. A retiring director shall be eligible for re-election.
39. At a meeting at which directors retire in manner aforesaid or in accordance with article 43 or article 45 below, the Company may fill the vacated offices by electing persons thereto in the manner detailed in articles 40 and 41 below, and in default those so

retiring shall be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated offices or a particular vacated office, or unless a resolution for the re-election of such directors or any such director shall have been put to the meeting and lost.

40. No person other than a director retiring at the meeting shall be eligible for election to that office at any General Meeting, provided that any other person, nominated by a member of the Company, shall be eligible for such election if not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by such person of his willingness to be elected.
41. Directors shall be elected by secret ballot and the candidates receiving the highest numbers of votes shall be elected. The maximum number of votes each member present and voting may cast being equal to the number of vacancies on the board.
42. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
43. Subject to Article 25 above the directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall, in the case of a person appointed to fill a casual vacancy, be subject to retirement and re-election at the same time as if he had become a director on the day on which the director whom he replaced was last elected; and shall, in the case of a person appointed as an addition to the existing directors, hold office only until the next following Annual General Meeting, shall then be eligible for re-election, and shall be taken into account in determining the directors who are to retire by rotation at such meeting.

44. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
45. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article. Without prejudice to the powers of the directors under Article 43 but subject always to Article 25 above, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. Any director so appointed shall, in the case of a person appointed to fill a casual vacancy, be subject to retirement and re-election at the same time as if he had become a director on the day on which the director whom he replaced was last elected; and shall, in the case of a director appointed as an addition to the existing directors, hold office only until the next following Annual General Meeting, shall then be eligible for re-election, and shall be taken into account in determining the directors who are to retire by rotation at such meeting.

Proceedings of the Directors

46. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
47. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the directors. It shall not be necessary to give notice of a meeting of the directors to any director for the time being absent from the United Kingdom.

48. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be five.
49. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as being necessary for a meeting of the directors to be quorate, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
50. The directors shall annually elect, from their own number, a Chairman, who shall be entitled to preside at all meetings of the directors at which he shall be present and willing to so preside. If at any meeting, the Chairman is either not present at the time appointed for the holding of the meeting, or is unwilling to preside, the directors present shall choose one of their own number to be Chairman of the meeting.
51. The directors may delegate any of their powers to committees consisting of such director or directors as they think fit; and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
52. A committee of the directors may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present or is unwilling to preside, the members of the committee present may choose one of their number to be Chairman of the meeting.
53. A committee may meet and adjourn as it thinks proper, however no such committee may proceed with the business of its meeting in the absence of the secretary. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

54. Each resolution of each committee of the directors shall be subject to ratification by the board of directors.
55. All acts done by any meeting of the directors or of a committee of the directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
56. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effective as if the same had been passed at a meeting of the directors duly convened and held.

Secretary

57. Subject to Section 10 of the Act the secretary shall be appointed by the Company in general meeting for such term, at such remuneration and upon such conditions as the Company may think fit; and any secretary so appointed may be removed by the Company in general meeting. The provisions of Sections 283 and 284 of the Act shall apply and be observed.

Treasurer

58. The directors shall annually elect a treasurer from one of their own number, on such terms and conditions, and at such remuneration as they may think fit.

Election of Officers other than Directors
and Auditors of the Company

59. When electing or appointing a person to any of the following offices:-

(1) Chairman of the directors;

- (ii) Chairman of a committee of the directors;
- (iii) the secretary; and
- (iv) the treasurer

each director being present in person, shall have one vote, and that person gaining the highest number of votes shall be duly elected. In the event of an equality of votes in electing:-

- (a) the persons described in (ii), (iii) and (iv) above, the Chairman of the directors shall have a second or casting vote;
- (b) the Chairman of the directors, the secretary shall have a second or casting vote.

The Seal

60. The directors shall provide for the safe custody of the seal of the Company, which shall only be used by the authority of the directors, and every instrument to which the seal shall be affixed shall be signed by a director or by some other person appointed by the directors for that purpose. In favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Accounts

61. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Company, and

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

62. The books of account shall be kept at the registered office, or, subject to Section 222 of the Act, at such other place or places as the directors shall think fit, and shall always be open to the inspection of the directors.
63. The Company in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members of the Company, other than the directors, of the accounts and books of the Company, or any of them, and subject to such restrictions the accounts and books of the Company shall be open to the inspection of such members at all reasonable times during business hours.
64. At every Annual General Meeting other than the first Annual General Meeting of the Company the directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account, since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the directors and of the auditors, and copies of such account, balance sheet and directors reports (all of which shall be framed in accordance with any statutory requirement for the time being in force) and of any other documents required by law to be attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

Audit

65. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
66. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241(2) of the Act.
67. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

Notices

68. A notice may be given by the Company to any member either personally or by sending to by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
69. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for

his death or bankruptcy would be entitled to receive notice of the meeting; and

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

No other person shall be entitled to receive notice of General Meetings.

70. The signature to any notice to be given by the Company may be written or printed.

Names, addresses and
descriptions of Subscribers

Signature

T Lucas
22 Little Lever Street
Manchester
M1 1ES

North West District Secretary
for and on behalf of
Musicians' Union (North West Region)

E Cooper
Mallinson House
Mallinson Street
Radcliffe
Manchester

North West District Secretary
for and on behalf of
Confederation of Health Service Employees
(North West Region)

Date: 19th January 1986

Witness to the above signatures:-

Philip Hardman
123 Deansgate
Manchester
M3 2BU

CUGPL/RAS/ID.187 - 15/01/93 - (DOC 2)