

21510

27 JUL 1893


*London Bridge & Engineering*

COMPANY LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 11 of 51 Vict.

8, Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty on the  
 nominal Capital is Two Shillings for every £100 or fraction of £100.)

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

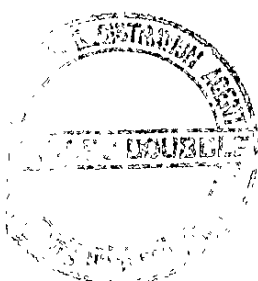
entered for Registration  
 by

PUBLISHED BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,

14, Serjeants' Inn, Temple, London, E.C.



42

The NOMINAL CAPITAL of the Cleveland Bridge

& Engineering ..... Company Limited,

is £ 25000 , divided into 2500 shares of £ 10

each.

Signature *H. Double*

Description *Agent*

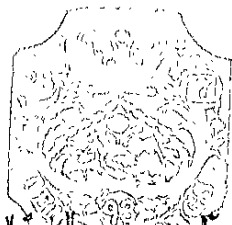
Date *27 July 1893*

This statement should be signed by an Officer of the Company.

39338

Doe. No. 2.

MISSING.



# Articles of Association

OF THE

CLEVELAND BRIDGE & ENGINEERING COMPANY, Limited.

215.2

27 JUL 1893

1.—Subject, as hereinafter provided, the Regulations contained in the Table marked "A" in the First Schedule to "The Companies Act, 1862," (hereinafter called Table A,) shall apply to this Company.

2.—The following clauses of Table A shall not apply to this Company, namely; clauses 28, 37, 44, 52, 53, 54, 57, 72, 82, 84, and 90.

3.—The Directors of the Company shall forthwith, after the incorporation of the Company, enter into an Agreement under the Seal of the Company, in the terms of the Agreement referred to in the Memorandum of Association (hereinafter called the purchase Agreement), and carry the same into effect with such modifications (if any) as they approve, and shall allot the shares to be allotted thereunder, and such Agreement shall be valid and binding upon the Company and upon every Shareholder, present and future, notwithstanding that CHARLES FREDERICK DIXON, the Vendor under the purchase Agreement, is one of the Directors of the Company, and is also the promoter of the Company. The said CHARLES FREDERICK DIXON shall, notwithstanding his position as Vendor and promoter, be entitled to act as a Director of the Company for the purpose of entering into an Agreement, in the terms of the purchase Agreement, and carrying the same into effect, and the sale shall not be set aside, nor shall the Vendor be liable to account for any profit made by him on such sale, on the ground that he is a Director and promoter of or otherwise stands in a fiduciary relation to the Company. And the Vendor shall not by reason of his fiduciary relation to the Company or otherwise be liable to account for the shares allotted to him under the said Agreement.

4.—The business of the Company may be commenced as soon after the Incorporation of the Company as the Directors think fit, notwithstanding that the nominal capital may have been only partially subscribed.

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

6.—The offices of the Company shall be at such place in Darlington or elsewhere in England as the Board shall from time to time appoint.

7.—No part of the Funds of the Company shall be employed by the Directors or the Company in the purchase or advanced upon security of the Company's shares.

## SHARES.

8.—The shares in the Capital of the Company shall be numbered in arithmetical progression, beginning with Number 1, and each share shall be distinguished by its appropriate number.

9.—The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit. A call may be made payable by instalments.

10.—If by the conditions of allotment of any share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall when due be paid to the Company by the holder of the share, and the word "call," when used in clauses 6, 7, 17, 18, 19, 21, and 22 of Table A, shall be deemed to include an instalment.



11.—The Company shall have a first and paramount lien upon all the shares and stock of every person who is the registered holder or one of the joint registered holders thereof or all moneys due to the Company from him, either alone or jointly with any other person.

12.—The Directors may refuse to register any transfer of any share or stock upon which the Company has a lien, and may refuse to transfer to any person whom the Directors, in their absolute discretion, think it undesirable to admit as a member.

#### INCREASE OF CAPITAL.

13.—Subject to any directions that may be given by Special Resolution under the powers in the Memorandum of Association relating to the issue of new Shares, any Capital raised by the creation of new Shares shall be considered as part of the original Capital, and as consisting of ordinary Shares and shall be subject to the same provisions with reference to the payment of calls, forfeiture, lien, and otherwise, as if it had been part of the original Capital.

#### GENERAL MEETINGS.

14.—The first General Meeting shall be held at such time, not being more than four months after the registration of the Company, and at such place as the Directors shall determine. Subsequent General Meetings shall be held at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place be prescribed a General Meeting shall be held in the month of December in every year, at such time and place as may be determined by the Directors.

15.—The quorum for a Meeting shall be three members personally present.

#### VOTES OF MEMBERS.

16.—On a show of hands, every member shall have one vote only. In case of a Poll, every member shall have one vote for each share he holds.

17.—The words "or carried by a particular majority or lost" shall be inserted in clause 42 of Table A, after the word "carried," and the word "conclusive" shall be substituted for the word "sufficient" in the same clause.

18.—The words "and either at once or after an interval or adjournment" shall be inserted in clause 43 of Table A, after the word "manner."

#### DIRECTORS.

19.—The number of Directors shall not be less than two nor more than five.

20.—Until otherwise determined two Directors shall be a quorum.

21.—The first Directors shall be Messrs. CHARLES FREDERICK DIXON, HENRY ISAAC DIXON, and JAMES DIXON.

22.—The said CHARLES FREDERICK DIXON shall be the Managing Director of the Company for three years from the incorporation of the Company, and shall devote the whole of his time and attention to the business of the Company, and during the said period of three years clause 58 of Table A shall not apply to him and as regards the other Directors the words "at the second" shall be substituted for the words "at the first" in the said Clause 58 of Table A where those words first occur.

23.—The remuneration of the said CHARLES FREDERICK DIXON, whilst he shall be the Managing Director, shall from time to time be fixed by the Board.

24.—No person shall be qualified to be hereafter elected a Director unless at the time of his election he is either the registered owner in his own right of 25 shares at least, or the holder in his own right of £250 at least in the stock (if any) of the Company.

25.—A Director may, in addition to his office of a Director, hold any other office under the Company at a salary or otherwise, and his acceptance of the office of a Director shall not imply his resignation of any such other office nor affect his right to receive any salary or other remuneration in respect thereof.

26.—A Director shall not be disqualified by his office from contracting with the Company either as Vendor, Purchaser, or otherwise, nor shall any such contract or contracts entered into by or on behalf of the Company with any Company or partnership of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting, or being such member so interested, be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relation thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined on, if his interest then exists, and in any other case at the first meeting of the Directors after the acquisition of his interest. Provided nevertheless that no Director shall vote in respect of any contract in which he is so interested, and if he does vote his vote shall not be counted.

27.—The office of Director shall be vacated—

- (a) If he resign his office;
- (b) If he cease to hold in his own right the qualifying number of shares or amount of stock;
- (c) If he become bankrupt, or suspend payment, or execute an assignment for the benefit of or compound with his creditors;
- (d) If he be declared lunatic or become of unsound mind, or go to reside permanently out of the United Kingdom.

28.—The remuneration of the Directors (other than the Managing Director) for their services shall be such sum as the Company in General Meeting from time to time determine, and the remuneration shall be divided amongst the Directors in such manner as they from time to time determine.

29.—The Directors may from time to time appoint any one or more of their body to be the Managing Director or Managing Directors, or the Secretary of the Company, for such period, at such remuneration, and upon such terms as the Directors think fit.

30.—A Resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

#### SEAL.

31.—The Company's Seal shall not be put to any instrument, except by the authority of the Board and in the presence of at least two Directors, or of a Director and the Secretary of the Company, or of a Director and the Solicitor of the Company.

#### DIVIDENDS.

32.—The Company in General Meeting may declare a Dividend to be paid to the members in proportion to the number of their shares and the amount paid up thereon otherwise than in advance of calls.

33.—The Directors may from time to time pay to the members such interim Dividends as in their judgment the position of the Company justifies.

34.—Messrs. BROOMHEAD, WIGHTMAN, & MOORE, of Sheffield, shall be the Solicitors of the Company.

#### ACCOUNTS.

35.—The Balance Sheet to be laid before the Company in General Meeting, as provided by clause 81 of Table A, need not be printed.

#### AUDITORS.

36.—Messrs. BARBER BROTHERS & WORTLEY shall be the Auditors of the Company. If any casual vacancy occur in the office of Auditor, the Directors shall forthwith appoint an Auditor, who shall continue in office until the next Ordinary General Meeting of the Company.

## NOTICES.

37.—Every person who, by operation of law, transfer, or otherwise, becomes entitled to any share shall be bound by every notice or other document, which previously to his name and address being entered upon the Register in respect of that share, shall have been given to the person from whom he derived his title.

38.—When any notice or other document is sent, in accordance with the regulations of the Company, to or delivered at the registered place of abode of a member, then notwithstanding he be then deceased, and whether or not the Company have had notice of his decease, the service of the notice or other document shall for all purposes be deemed service on his executors and administrators.

39.—Every member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England at which notices may be served upon him, which shall be registered as his place of abode for the purposes of clause 95 of Table A. The Company shall not be bound to serve any notice upon any member whose registered address is not in the United Kingdom, and who has not notified to the Company some place in England at which notices may be served upon him.

40.—A notice, if served by post, shall be deemed to be served on the day following that on which it is posted, and clause 97 of Table A shall be modified accordingly.

## INTERPRETATION.

41.—In the interpretation of these presents the following words and expressions have the following meanings unless excluded by the subject or context:—

"These presents" mean these Articles of Association and the regulations of the Company from time to time in force.

"Month" means calendar month.

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

Words importing the masculine gender only include the feminine.

Words importing persons include Corporations.

42.—Subject to the last preceding Article, any words defined in the Companies Acts, 1862 to 1890, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company, shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

✓ Charles Frederick Dixon  
Abbeville Burlington Engineer

✓ Amy Dixon  
Abbeville Burlington wife of C F Dixon

✓ Henry Dixon  
Abbeville Burlington Merchant

✓ James Dixon  
Blythedale Rannoch Sheffield Merchant

✓ Ann Beckett  
Hill Top Rd Lumberton Widow

✓ Edward Wesley Jacob  
3 Woodside Terrace Darlington Engineer

✓ Rosalie Anne Norton  
Nortonthorpe Hall Huddersfield.  
Spinster.

Dated the 25<sup>th</sup> day of July 1893.

Signed by the above named Charles Frederick Dixon and Amy Dixon in the presence of.

Harry Sherrin

25 Victoria Road Burlington.

Branchman.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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Signed by the above named Ann Beckett in the presence of

M. A. Beckett  
4 Palace Road, Thurston  
Munster

Signed by the above named Edward Westley Jacob in the presence of

Harry Skirris  
25 Victoria Road, Darlington.  
draughtsman.

Signed by the above named Rosalie Ann Norton in the presence of Benjamin Norton  
Nortonthorpe Hall - Huddersfield  
Fancy cloth Manufacturer.

Signed by the above named Henry Isaac Dixon in the presence of

Edward Albert Marples  
Ranmore Park Road - Sheffield  
Merchant & Manufacturer

Signed by the above named James Dixon in the presence of Edward Albert Marples  
Ranmore Park Road Sheffield  
Merchant & Manufacturer



(c) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(d) To do all such other things as are incidental or conducive to the above objects or any of them.

4.—The liability of the members is limited.

5.—The Capital of the Company is £25,000, divided into 2,500 Shares of £10 each. Any of the said shares for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, (other than any other shares issued with a preference,) or at such a premium or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
Charles Frederick Dixon Abbeville Darlington Engineer	One share
Amy Dixon Abbeville Darlington wife of C.F.D. Dixon	One share
Mary Anne Dixon Thompson Hall Sheffield Merchant.	One share
James Dixon Glen Ransom Sheffield Merchant	One share
Ann Beckett 4 Palace Rd Inverton Widow	One share
Charles Westley Jacob 39 Mt. St. George Darlington Engineer	One share
Rosalie Anne Norton Norton House Hall Huddersfield Spinster.	One share.

Dated the 25<sup>th</sup> day of July 1873  
Signed by the above named Charles Frederick Dixon and Amy Dixon in the presence of

Harry Shiro.

25 Victoria Road Darlington.

Witnesses

NAMES, ADDRESSES, AND DESCRIPTIONS OF  
SUBSCRIBERS.

NUMBER OF SHARES TAKEN  
BY EACH SUBSCRIBER.

Signed by the above named Ann Beckett in the  
presence of

M A Beckett  
4 Palace Road Stribton  
Stribton

Signed by the above named Edward Wesley Jacob  
in the presence of

Harry Shires  
25 Victoria Road Darlington  
Draughtman.

Signed by the above named Rosalie Ann Norton in the  
presence of Benjamin Norton  
Norton & Son Huddersfield  
Tape & Cloth Manufacturers

Signed by the above named Henry Isaac Dixon &  
James Dixon in the presence of  
Edward Albert Marples  
Ranmore Park Road Sheffield  
Merchant & Manufacturer.

DUPLICATE FOR THE FILE.



# Certificate of Incorporation

OF THE

*Cleveland Bridge & Engineering Company,*  
*Limited.*

I hereby Certify, That the

*Cleveland Bridge & Engineering Company,*  
*Limited,*

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London this *Twenty seventh* day of *July*, ..... One

Thousand Eight Hundred and Ninety *Three*.

Fees and Deed Stamps £ *11* .. *5*.

Stamp Duty on Capital £ *2* .. *5*.

Registrar of Joint Stock Companies.

Certificate received by

*G. D. Smith*  
*14, Regent's Inn*  
*Temple L.C.*

Date *27 July 1893*

[SEE BACK.]

**SPECIAL RESOLUTIONS**  
OF  
**THE CLEVELAND BRIDGE AND ENGINEERING COMPANY LIMITED.**

PASSED 23RD FEBRUARY, 1899; CONFIRMED 10TH MARCH, 1899.

15908

25 MAR 1899

At an Extraordinary General Meeting of the Cleveland Bridge and Engineering Company Limited, duly convened and held at the Offices of Messrs. Broomhead, Wightman & Moore, 14, George Street, Sheffield, on the 23rd day of February, 1899, the following Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the Company's Office, Darlington, on the 10th day of March, 1899, the following Special Resolutions were duly confirmed:—

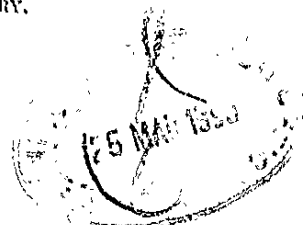
**SPECIAL RESOLUTIONS.**

"That the Capital of the Company be increased from £25,000 divided into 1825 Ordinary Shares of £10 each and 675 Preference Shares of £10 each entitled to a cumulative preferential dividend at the rate of Five per cent. per annum on the amount for the time being paid up on such shares and to repayment of Capital in priority to the Ordinary Shares, to £70,000 by the creation of 2175 New Ordinary Shares of £10 each and 2325 New Preference Shares of £10 each entitled to a cumulative preferential dividend at the rate of Five per cent. per annum on the amount for the time being paid up thereon, and to rank both as regards dividend and capital *pari passu* with the existing Preference Shares in priority to the Ordinary Shares, and that every holder of Ordinary Shares and every holder of Preference Shares shall have one vote for each share held by him."

"That all or any part of the Reserve Fund may be employed in the business, and that no part of the Reserve Fund shall be applied in paying dividends on the Ordinary Shares so as to reduce that Fund to a less sum than shall be equal to the amount required to pay dividends for four years upon the amount for the time being paid up on the Preference Shares of the Company for the time being issued."

*Jan. E. Reed*  
SECRETARY.

DARLINGTON.



*The Cleveland Bridge and Engineering*

COMPANY LIMITED.

RECEIVED

15909

25 MAR 1899

STATEMENT of Increase of Nominal Capital pursuant to s. 11 of 51 Vict.,

cap. 8. Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty on an

Increase of Nominal Capital is Two Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 34  
of the Companies' Act, 1862.

Presented for Registration  
by

PUBLISHED BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,

14, Serjeants' Inn, Temple, London, E.C.



The NOMINAL CAPITAL of the *Cleveland Bridge and*

*Engineering* \_\_\_\_\_ Company Limited.

has been increased by the addition thereto of the sum of £ *45,000* divided into  
*2175 New Ordinary Shares of £10 each and 2325*

*New Preference* shares of £ *10 2 2* each beyond the Registered Capital of

*Twenty five thousand pounds*

Signature

*Jas. E. Reed*

Description

*Secretary*

Date

*23<sup>rd</sup> March 1899*

This statement must be signed by an Officer of the Company.



*The Cleveland Bridge and Engineering  
Company Limited* R.L.

15910

To the Registrar of Joint Stock Companies

25 MAR 1899

The Cleveland Bridge and Engineering Company Limited hereby give you notice that by a Special Resolution of the Company passed on the 23<sup>rd</sup> day of February 1899 and confirmed on the 10<sup>th</sup> day of March 1899, the nominal capital of the Company has been increased from £25,000 to £70,000, by the creation of 2175 New Ordinary Shares of £10 each and 2325 new Preference Shares of £10 each.

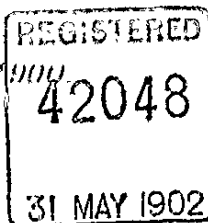
Signature  
Description

*W. E. Reed*  
Secretary

Date. 23<sup>rd</sup> March 1899.



THE COMPANIES ACTS 1862 to 1900



(COPY.)

## SPECIAL RESOLUTION

OF

### THE CLEVELAND BRIDGE AND ENGINEERING COMPANY LIMITED,

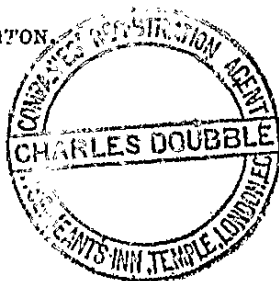
PASSED 30TH APRIL, 1902; CONFIRMED 16TH MAY, 1902.

At an Extraordinary General Meeting of the Cleveland Bridge and Engineering Company Limited, duly convened and held at the Company's Offices, Darlington, on the 30th day of April, 1902, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the Company's Office, Darlington, on the 16th day of May, 1902, the following Special Resolution was duly confirmed:—

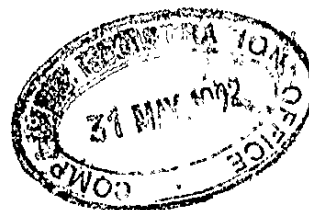
#### SPECIAL RESOLUTION.

"That the Capital of the Company be increased to £200,000 by the creation of 11,000 new Ordinary Shares of £10 each and 2,000 new Preference Shares of £10 each entitled to a cumulative preferential dividend at the rate of Five per cent. per annum on the amount for the time being paid up thereon, and to rank both as regards dividend and capital *pari passu* with the existing Preference Shares in priority to the Ordinary Shares, and that every holder of Ordinary Shares and every holder of Preference Shares shall have one vote for each share held by them."

DARLINGTON.



*as. J Reed*  
SECRETARY.







*The Cleveland Bridge and*  
*Engineering* COMPANY LIMITED.



STATEMENT of Increase of Nominal Capital pursuant to s. 11 of 51 Vict.,  
cap. 8, Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty on an  
Increase of Nominal Capital is 5 Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 34  
of the Companies Act, 1862.

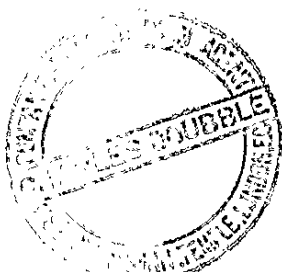
Presented for Registration  
by

PUBLISHED BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,

14, Serjeants' Inn, Temple, London, E.C.



31 MAY 1902

THE NOMINAL CAPITAL of the *Cleveland Bridge and*

*Engineering*

Company Limited,

has been increased by the addition thereto of the sum of £ *130,000* divided into  
*11,000* new Ordinary Shares of £10 each and *2,000* new  
*Preference* shares of £ *10* each beyond the Registered Capital of

*£70,000*

Signature

*Jas. E. Reed*

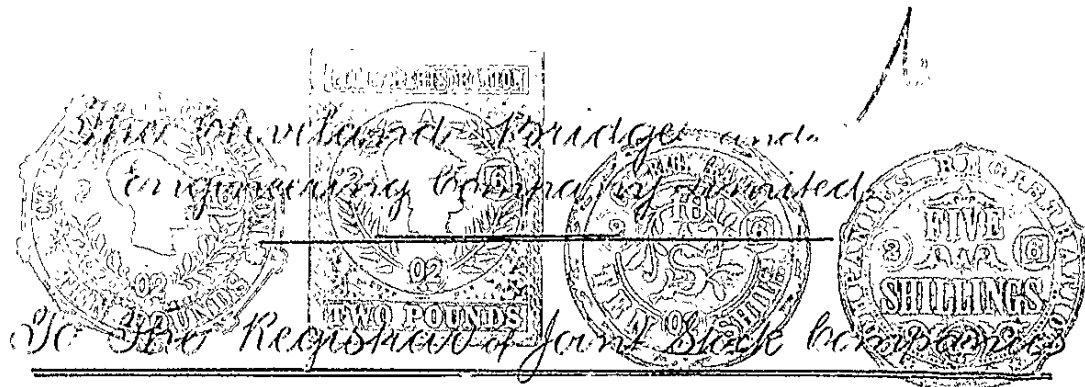
Description

*Secretary*

Date

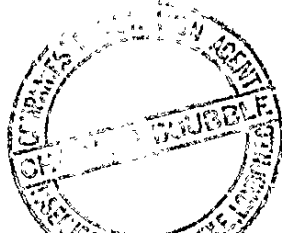
*26<sup>th</sup> May 1902*

This statement must be signed by an Officer of the Company.



The Cleveland Bridge and Engineering Company Limited hereby give you Notice that by a Special Resolution of the Company passed on the 30<sup>th</sup> day of April 1902 and confirmed on the 16<sup>th</sup> day of May 1902 the nominal Capital of the Company has been increased from £40,000 to £200,000 by the creation of 11,000 new Ordinary Shares of £10 each and 2,000 new Preference Shares of £10 each.

Signature *as. E. Reed*  
Description *Secretary*  
Darlington 26<sup>th</sup> May 1902

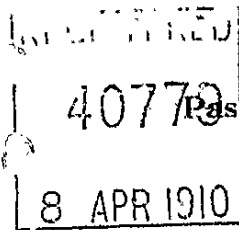


THE COMPANIES (CONSOLIDATION) ACT, 1908.

## SPECIAL RESOLUTION

— OF —

### The Cleveland Bridge and Engineering Co., Limited,



Passed 14th March, 1910. Confirmed 31st March, 1910.

At an EXTRAORDINARY GENERAL MEETING of THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED, duly convened and held at the Company's Offices, Darlington, on Thursday, the 14th day of March, 1910, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the Company, also duly convened and held at the Company's Offices, Darlington, on the 31st day of March, 1910 the following Special Resolution was duly confirmed:—

### SPECIAL RESOLUTION.

"That Article 27 of Table A in the First Schedule to the Companies Act, 1862, shall no longer apply to this Company, and that the shares of the Company at present unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit."

*Jan. E. Reed*

Secretary.

Bank Top,  
Darlington.



Company Limited by Shares.

COPY

SPECIAL RESOLUTION

— OF —

**The Cleveland Bridge and Engineering Co.,  
Limited,**

Passed 22nd December, 1919.

Confirmed 9th January, 1920.

Filed January, 1920.

8977

12 JAN 1920

At an EXTRAORDINARY GENERAL MEETING of THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED, duly convened and held at the Registered Office of the Company, Darlington, on the 22nd day of December, 1919, the following Special Resolution was duly passed and at a subsequent Extraordinary General Meeting of the Company, also duly convened and held at the Company's Office, Darlington, on the 9th day of January, 1920, the following Special Resolution was duly confirmed:—

RESOLUTION.

"That the Articles of Association of the Company be and the same are hereby altered by adopting the following new Article as one of the Articles of Association of the Company, viz:—

43. The Company may by Special Resolution:

(a) Sub-divide its Shares or any of them into Shares of a smaller amount than are fixed by the Memorandum of Association.

(b) Reduce its Capital in any manner and with and subject to any incident authorised and consent required by law."

*Jan. E. Reed*  
Secretary.



5



Company Limited by Shares.

COPY

SPECIAL RESOLUTIONS 22267

— OF —

28 JAN 1920

**The Cleveland Bridge and Engineering Co.,  
Limited,**

Passed 9th January, 1920.

Filed

Confirmed 26th January, 1920.

1920.

At an EXTRAORDINARY GENERAL MEETING of THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED, duly convened and held at the Registered Office of the Company, Darlington, on the 9th day of January, 1920, the following Special Resolutions were duly passed and at a subsequent Extraordinary General Meeting of the Company, also duly convened and held at the Company's Office, Darlington, on the 26th day of January, 1920, the following Special Resolutions were duly confirmed:—

**RESOLUTIONS.**

1. "That each of the 5,000 5% Cumulative Preference Shares of £10 each and the 15,000 Ordinary Shares of £10 each in the Company's Capital whether issued or unissued be and the same is hereby sub-divided into 10 Shares of £1 each and that the 50,000 5% Cumulative Preference Shares of £1 each resulting from such sub-division be renumbered by the Directors from 1 to 50,000 and that the 150,000 Ordinary Shares of £1 each resulting from such sub-division be renumbered by the Directors from 1 to 150,000.
2. "That the Capital of the Company be increased to £350,000 by the creation of 150,000 new Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing Ordinary Shares in the Capital of the Company and that such new Shares shall be under the control of the Directors who may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit."

Darlington.

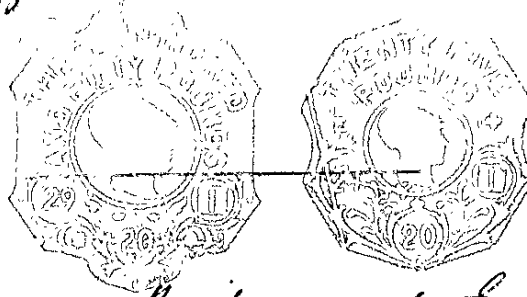
*Jan. E. Reed*

Secretary

28 JAN 1920

No. 101/100000 28/23

Form No. 20.



*The Cleveland Bridge and Engineering*

COMPANY, LIMITED.

22268

28 JAN 1920

STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55

Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance

Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five

Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section 44  
of the Companies (Consolidation) Act, 1908.

Presented for  
Registration by

PUBLISHED, WITH THE AUTHORITY OF THE REGISTRAR,

BY  
**CHARLES DOUBBLE,**

Public Companies' Registration Agent and Stationer,

**14, Serjeants' Inn, Temple, London, E.C.**



The NOMINAL CAPITAL of the Cleveland Bridge and

Engineering Company Limited,

has been increased by the addition thereto of the sum of £ 150,000 divided into

150,000 shares of £ 1 each beyond the Registered Capital of

Two hundred thousand pounds

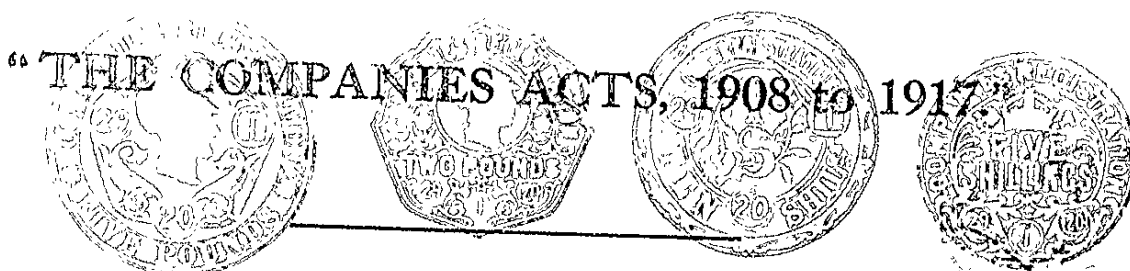
Signature J. E. Reed

Description Secretary

Date 21st January 1920.

This statement must be signed by an Officer of the Company.





## Notice of Increase in the Nominal Capital

of the Cleveland Bridge and Engineering

22269

~~128 JAN 1920~~

Company, *Limited*

*Pursuant to Section 44 of the Companies (Consolidation) Act, 1908.*

This Notice should be signed by the Manager or by the Secretary of the Company, on page 3.

Presented for Filing by

# NOTICE

Of increase in the nominal Capital of the Cleveland  
Bridge and Engineering Company Limited

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Cleveland Bridge and Engineering Company  
Limited

hereby gives you  
notice, in accordance with Section 44 of "The Companies (Consolidation) Act, 1908," that  
by a Resolution of the Company dated the 26<sup>th</sup> day of January 1920  
the nominal Capital of the Company has been increased by the addition thereto of the sum  
of One hundred and fifty thousand pounds,  
divided into One hundred and fifty thousand Shares of  
One pound each, beyond the registered Capital of  
£ 200,000

Dated the 26<sup>th</sup> day of January 1920.

Signature

Jan. E. Reed  
Secretary

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

\* \* This Notice should be signed by the Manager or by the Secretary of the Company.

Company Limited by Shares.

COPY

**SPECIAL RESOLUTION**

OF

**The Cleveland Bridge and Engineering Co.,  
Limited.**

Passed 18th March, 1920.

Confirmed 3rd April, 1920.

Filed 10th April, 1920.

At an EXTRAORDINARY GENERAL MEETING of THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED, duly convened and held at the Registered Office of the Company, Darlington, on the 18th day of March, 1920, the following Special Resolution was duly passed and at a subsequent Extraordinary General Meeting of the Company, also duly convened and held at the Company's Office, Darlington, on the 3rd day of April, 1920, the following Special Resolution was duly confirmed:—

**RESOLUTION.**

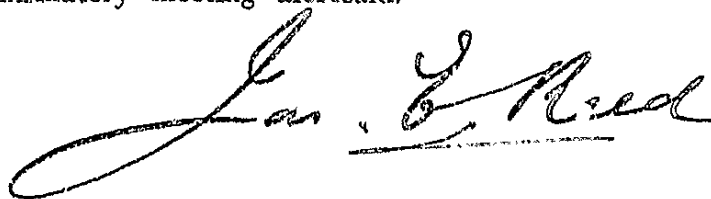
That the Articles of Association of the Company be altered in manner following, that is to say, by inserting immediately after Article 33 a new Article as follows:—

- 33A. (1). The Company in General Meeting may at any time and from time to time upon the recommendation of the Directors pass a Resolution to the effect that it is desirable to capitalise any sum of undivided profits of the Company for the time being not required for paying the fixed dividends on any Preference Shares issued by the Company (whether such profits are standing to profit and loss account or carried to any reserve or reserves) and accordingly that the Directors be authorised and directed to appropriate and apply such sum of profits in paying up in full unissued Ordinary Shares of the Company of a nominal amount equal thereto and to allot and distribute such shares credited as fully paid up and by way of capitalisation of profits to and amongst the holders of all the issued Ordinary Shares in the Company's Capital for the time being in proportion to the number of such shares held by them respectively.

(2). Whenever and as often as such a resolution as aforesaid shall have been passed the Directors may and shall appropriate and apply the sum of undivided profits resolved to be capitalised thereby in paying up in full unissued Ordinary Shares of the Company of a nominal amount equal thereto and shall allot and issue such shares credited as fully paid up and by way of capitalisation of profits amongst the holders of the issued Ordinary Shares in proportion as nearly as may be to the number of such issued Ordinary Shares held by them respectively with full power to the Directors to make such provisions by the issue of fractional Certificates or by payment in cash or otherwise as they think fit for the case of shares becoming distributable in fractions and prior to such allotment the Directors may authorise any person to enter on behalf of all the holders of the issued Ordinary Shares into an Agreement with the Company providing for the allotment to them respectively of such shares credited as fully paid up by way of capitalisation of profits as aforesaid and any Agreement made under such authority shall be effective and binding on all the holders of the issued Ordinary Shares for the time being.

(3). It shall be no objection to a resolution passed under paragraph (1) of this Article that it is passed at the meeting at which the resolution introducing this Article was confirmed as a Special Resolution provided that due Notice of the intention to propose such first mentioned resolution shall have been given prior to the confirmatory meeting aforesaid.

DARLINGTON.

 Secretary.

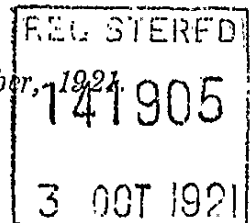
THE CLEVELAND BRIDGE AND ENGINEERING COMPANY,  
LIMITED.

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SPECIAL RESOLUTION.

*Passed 12th September, 1921.*

*Confirmed 28th September, 1921.*

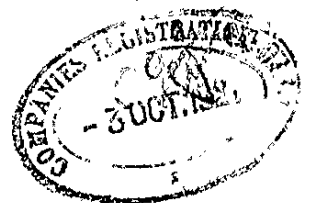


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At an Extraordinary General Meeting of the above named Company duly convened and held at the Registered Offices of the Company at Darlington, on the 12th day of September, 1921, the sub-joined Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 28th day of September, 1921, the sub-joined Special Resolution was duly confirmed.

"That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of the Company to the exclusion of and in substitution for all the existing Articles thereof."

*Law. E. Reed*  
Secretary.



9

# Articles of Association

OF

## THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED.

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### PRELIMINARY.

1.—In these presents, unless there be something in the subject or context inconsistent therewith:

“The Company” and “this Company” both mean the above-named Company.

“The Statutes” shall mean the Companies Acts, 1908 to 1917, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.

“The Office” means the Registered Office for the time being of the Company.

“The Register” means the Register of Members to be kept pursuant to the Statutes.

“Month” means calendar month.

“Writing” means and includes writing, printing, lithography or typewriting, or any other substitute for writing.

“The Directors” means the Directors for the time being.

“Extraordinary Resolution” and “Special Resolution” have the meanings assigned thereto respectively by Section 69 of the Companies (Consolidation) Act, 1908.

“Dividend” includes bonus.

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

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

Words importing persons include corporations.

Where the Companies (Consolidation) Act, 1908, or any Section of that Act, is referred to in these presents, there shall be deemed to be included any statutory modification for the time being in force.

2.—Subject to the provisions of the last preceding Article, any words defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

3.—The regulations contained in “Table A” of the Companies (Consolidation) Act, 1908, shall not apply to this Company.

### SHARES.

4.—None of the funds of the Company shall be applied in the purchase of or in lending on shares or stock of the Company.

5.—The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and either at a premium or discount or otherwise, and at such times as the Directors think fit. The power of disposition aforesaid shall include the giving of options over or the call on any of the unissued shares of the Company, and the Directors may give such options or calls on such terms as they think fit.



6. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that if the commission shall be paid or payable out of capital the conditions and requirements of Section 89 of the Companies (Consolidation) Act, 1908, shall be observed and complied with, and the commission shall not exceed 10/- per cent. on the shares in each case subscribed or agreed to be subscribed, and such commission may be paid by the Company either in cash or in fully paid shares of the Company taken at par, or partly in one mode and partly in the other, or in such other manner as the Directors may determine. In addition to the payment of any such commissions as aforesaid, the Company may in respect of any shares issued by it pay any lawful brokerage.

7.—The Directors may accept, on behalf and for the benefit of the Company, a surrender of any shares liable to forfeiture; and, so far as the laws permits, of any other shares.

8.—When any shares of the Company are issued for the purposes mentioned in Section 91 of the Companies (Consolidation) Act, 1908, the Company may pay interest thereon and charge the same to capital in the manner allowed by but subject to the provisions of that section.

9.—If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the registered holder for the time being and from time to time of the share.

10.—Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by statute required) be bound to take notice of or recognise any equitable or other claim to or interest in such share on the part of any other person.

#### CERTIFICATES.

11.—The certificate of title to shares shall be issued under the seal of the Company and signed by one Director, and countersigned by the Secretary or some other person appointed by the Directors, and the Company shall comply with Section 92 of the Companies (Consolidation) Act, 1908, as to the delivery of such certificates. All share certificates shall be completed and ready for delivery within two months from the date of allotment or registration of transfer of shares, unless an earlier or later date is fixed at the time of creation allotment or issue of the shares.

12.—Every Member shall be entitled gratis to one certificate for the shares registered in his name or by consent of the Directors to several certificates each for one or more of such shares. Every certificate of shares shall specify the denoting numbers of the shares in respect of which it is issued and the amount paid up thereon. Joint holders shall be entitled to only one certificate in respect of the shares jointly held, and delivery of a certificate for a share to the first named of several joint holders, or to such one of them as they shall in writing jointly nominate, shall be sufficient delivery to all.

13.—If any certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

14.—The sum of one shilling or such smaller sum as the Directors may determine shall be paid to the Company for every certificate issued under the last preceding clause.

## CALLS.

15.—The Directors may from time to time make such calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments.

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

17.—Thirty days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

18.—The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

19.—If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due shall pay interest for the same at the rate of 10 per cent. per annum, or any other rate which may (from time to time) be fixed by the Directors from the day appointed for the payment thereof to the time of the actual payment. The Directors may (where they think fit) remit altogether or in part any sum becoming payable for interest under this Article.

20.—Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made, and notified as hereby provided.

21.—The Directors, on behalf of the Company, may make arrangements on the issue of shares for a difference between the holders of such shares in the amount payable on allotment or in the amount of calls to be paid and the time of payment of such money payable on allotment and in calls.

22.—The Directors may (if they think fit) receive from any Member willing to advance the same all or any part of the money due upon any shares held by him beyond the sums actually called up, and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay or allow interest at such rate as the Member advancing the same and the Directors agree upon.

## FORFEITURE AND LIEN.

23.—If any Member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the call or instalment remains unpaid serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

24.—The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited without further notice.

25.—If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter, before payment of all



calls or instalments, interest or expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

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

27.—Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

28.—The Directors may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof with the consent of the holder upon such conditions as they think fit.

29.—Any Member whose shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company, all calls, instalments, interest, and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of 10 per cent. per annum without any deduction or allowance for the value of the shares at the time of forfeiture, and the Directors may enforce the payment of such moneys, or any part thereof, if they think fit, but shall not be under any obligation so to do.

30.—The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past Members.

31.—A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the time when it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the Seal delivered to a purchaser or allottee thereof, shall constitute a good title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment.

32.—The Company shall have a first and paramount lien and charge upon all the shares not fully paid up registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and whether such debts, liabilities or engagements shall have been or shall be incurred or entered into before or after notice to the Company of any equitable or other interest in any person other than such Member. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration by the Company of a transfer of shares shall operate as a waiver of the Company's lien (if any) upon the shares so transferred.

33.—For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period for payment, fulfilment or discharge as aforesaid shall have arrived, and until notice in writing stating the amount due and demanding payment thereof and giving notice of intention to sell in default shall have been given to the Member, or the person entitled thereto by reason of his death or bankruptcy,

and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after such notice.

34.—The net proceeds of any sale made for enforcing any such lien as aforesaid shall be applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed on the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

35.—Upon such sale after forfeiture, or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity or validity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### TRANSFER AND TRANSMISSION OF SHARES.

36.—Every transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

37.—The transfer of any share shall be in writing in the usual common form.

38.—The Directors may decline to register any transfer of shares not fully paid up, upon which the Company claims a lien, and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve, without assigning any reason therefor.

39.—No transfer shall be made to an infant or person of unsound mind.

40.—Every transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Company may require to prove the title of the transferor, or his right to transfer the shares, and the Director may decline to recognise any transfer unless the requirements of this Article are complied with.

41.—The Company shall provide a book, to be called the Register of Transfers, which shall be kept by the Secretary under the control of the Directors, and which shall be entered in the particulars of every transfer or transmission of every registered share.

42.—All transfers which shall be registered shall be retained by the Company, but any transfer which the Directors may decline to register shall, on demand, be returned to the person depositing the same.

43.—The transfer books and register of Members may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

44.—The executors or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member, and in the case of the death of any one or more of the joint holders of any shares, the survivors or survivor, or the executors or administrators of the last survivor, shall be the only persons recognised by the Company as having any title to or interest in such shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

45.—Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, upon producing such evidence in support of the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give), be registered as a Member in respect of such shares, or may subject to the regulations as to transfers herein-

to have transferred, transfer such shares. This Article is hereinafter referred to as "The Transmission Clause."

46.—If a person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

47.—A person entitled to a registered share by transmission shall be entitled to receive, and may give a discharge for, any dividend, bonus or other moneys payable in respect of the share, but he shall not be entitled to receive notices of, or to attend or vote at, Meetings of the Company, or, save as aforesaid, to have any of the rights or privileges of the Members unless and until he shall have become a Member in respect of the shares.

48.—There shall be paid to the Company, in respect of any registration or transmission, or for recording any document in the books of the Company, such fee, not exceeding 2s. 6d., as the Directors think fit.

#### INCREASE AND ALTERATION OF CAPITAL.

49.—The Directors may, with the sanction of an extraordinary Resolution of the Company, from time to time increase the capital by the creation of new shares of such amount as the Resolution shall prescribe.

50.—The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine, and, in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the Company, and with a special, or without any, right of voting.

51.—The Company in General Meeting may before the issue of any new shares determine that the same or any of them shall be offered in the first instance, and either at par or at a premium to all the then Members or any class thereof in proportion to the amount of capital held by them, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, such new shares may be dealt with as if they formed part of the shares in the original ordinary capital.

52.—Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

53.—The Company may from time to time by Special Resolution reduce its capital in any manner and with and subject to any incident authorised and consent required by law, and the Company may also by Special Resolution subdivide or by Extraordinary Resolution consolidate its shares or any of them, or cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

54.—The Special Resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one or more of such shares shall have some preference over the others or other, and that the profits applicable to the payment of dividends thereon, and the capital repayable in respect thereof shall be appropriated accordingly.

55.—Anything done in pursuance of the last preceding Articles shall be done in manner provided by the Statutes so far as they shall be applicable; and so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same; and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.

#### MODIFYING RIGHTS.

56.—Whilst the capital of the Company is divided into different classes of shares, all or any of the rights and privileges attached to each class (unless otherwise provided by the terms of

issue of the shares of that class) may be modified by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement (1) is ratified in writing by the holders of at least two-thirds in nominal value of the issued shares of that class, or (2) is ratified by an extraordinary resolution passed at a separate General Meeting of the holders of the shares of that class, and all the provisions hereinafter contained as to the General Meetings shall *mutatis mutandis*, apply to every such Meeting, but so that the quorum thereof shall be Members holding or representing by proxy one-third in nominal value of the issued shares of the class. This Article is not by implication to curtail or derogate from the power of modification which the Company would have if the Article were omitted.

#### BORROWING POWERS.

57.—The Directors may from time to time, at their discretion, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company, but so that the amount at any one time owing in respect of moneys so raised, borrowed or secured shall not without the sanction of a General Meeting exceed the issued share capital of the Company.

58.—The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by mortgage of all or any part of the Company's property or the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by way of loan at interest, or otherwise, as the Directors think fit. No person paying money to the Company, or to the Directors acting for the Company, on the issue of debenture capital, shall be bound to see how it is applied, nor be affected by any misapplication thereof, nor by any irregularity in the issue thereof.

59.—Debentures, debenture stock, or other securities may be made assignable free of any equities between the Company and the person to whom the same may be issued.

60.—Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, call, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

61.—The Company shall within two months of the allotment of any of its debentures or debenture stock, and within two months after the registration of the transfer of any such debentures or debenture stock, complete and have ready for delivery the debentures and the certificates of all debenture stock allotted or transferred, unless the conditions of issue of the debentures or debenture stock otherwise provide.

62.—The Directors shall cause a proper register to be kept in accordance with the provisions of Section 100 of the Companies (Consolidation) Act, 1908, of all mortgages and charges specifically affecting the property of the Company, and shall comply with the provisions of Section 93 of the said Act with regard to the registration of Mortgages and Charges therein specified and otherwise. The fee payable by any person other than a creditor or Member of the Company for each inspection of the Register, or of copies of mortgages or charges requiring registration, shall be 1s. or such less fee as the Directors deem fit. The register of holders of debentures or debenture stock may be closed during such time as the Directors think fit, not exceeding in the whole 30 days in any year.

63.—If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, by instrument under the Company's seal, authorise the person in whose favour such mortgage or security is executed, or any other person in trust for him, to make calls on the Members in respect of such uncalled capital, and the provisions hereinbefore contained in regard to calls shall, *mutatis mutandis*, apply to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally, and either presently or contingently, and either to the exclusion of the Directors' power, or otherwise, and shall be assignable if expressed so to be.

# ARTICLE XXII

66. The annual meeting shall be held once a year, on the first day of January, and shall continue for one month, or the adjourned General Meeting and days of the adjourned meeting.

67. The adjourned meetings shall be called "Extraordinary Meetings" and all other general meetings of the Company shall be called "Ordinary Meetings".

68. The Directors may convene an Extraordinary Meeting at any time and place when necessary, and they shall do so in case of the death of one or more of the Members of the Company upon whose shares or other securities the interest has been paid, for a dividend or for some other reason, or for the purpose of the Company.

69. Any such meeting or shall proceed, the object of the Meeting required and shall be agreed by the Members making the same, and shall be reported to the office. It may consist of several documents or resolutions, and shall be signed by one or more of the representatives. The Meeting shall be convened for the purposes specified in the resolutions and shall be conducted in accordance with the provisions of the Company.

70. Such notice shall be given to the Members (other than those not entitled to notice of any General Meeting) specifying the place, day and hour of meeting and, in case of special business, the general nature of such business, shall be given by notice sent by post or otherwise sent as aforesaid provided. But with the consent in writing of all the Members for the time being or by resolution passed at a General Meeting, a General Meeting may be convened on a shorter notice than seven days, and in any manner they think fit. Where it is proposed to pass a special resolution, the two Meetings may be convened by one and the same notice, and it shall be no objection that such notice only contains the second Meeting, and that the resolution is passed by the requisite majority at the first Meeting. The accidental omission to give a written notice to any of the Members or non-receipt of the notice by any Member shall not invalidate any resolution passed by any such Meeting.

71. The Directors may in their discretion postpone a General Meeting from time to time, subject to notice being given to each Member by letter or telegram.

## PROCEEDINGS AT GENERAL MEETINGS.

72. The business of an Ordinary Meeting shall be to receive and consider the balance sheet, the reports of the Directors and of the Auditors, to declare Dividends, to elect Directors, Auditors and other officers in the place of those retiring by rotation, and to transact any other business which under these provisions is required to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting shall be deemed special.

73. Three Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

74. The Chairman of the Directors shall be entitled to take the Chair at every General Meeting, or if there be no Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding such Meeting, or shall be unwilling to act as Chairman, the Directors present shall choose another Director, or a Member, as Chairman.

75. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members who are present shall be a quorum, and may transact the business for which the Meeting was called.

74.—Every question submitted to a Meeting shall be decided in the first instance by a show of hands, and in a case of an equality of votes the Chairman shall, both on the show of hands and at the poll, have a casting vote, in addition to the vote or votes to which he may be entitled as a Member.

75.—At any General Meeting, unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman, or by at least three persons entitled to vote thereat, or by a Member or Members holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the capital represented at the Meeting, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the 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.

76.—If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs, and either at once, or after an interval, or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The demand for a poll may be withdrawn.

77.—The Chairman of a General Meeting (at which a quorum is present) may, with the consent of the Meeting, and shall (if so directed by the Meeting) adjourn the same from time to time, and from place to place, as the Meeting shall determine, 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. Whenever a Meeting is adjourned for ten days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.

78.—Any poll duly demanded on the election of a Chairman of a Meeting, or on any question of adjournment, shall be taken at the Meeting without adjournment.

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

#### VOTES OF MEMBERS.

80.—Subject to any special terms as to voting upon which any shares may be issued, on a show of hands every Member shall have one vote and on a poll every Member shall have one vote for every share held by him.

81.—A person authorised to act as the representative of a corporation being a Member may vote, though not himself a Member upon producing to the Chairman of the Meeting (if so required), a Copy of a resolution of the Directors of such Corporation so authorising him, authenticated by the signature of the Secretary or a Director of the Corporation.

82.—Where there are joint registered holders of any shares, any one of such persons may vote at any Meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof.

83.—On a show of hands or on a poll, votes may be given personally or by proxy.

84.—If any Member shall be a lunatic, idiot or *non compos mentis*, he may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other legal representative or curator, and any such committee, *curator bonis* or legal representation may vote by proxy.

85. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or if such appointor is a corporation, under its common seal or the hand of an officer or attorney so authorised. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote, except that a corporation being a member may appoint one of its officers to be its proxy, whether he is a Member of the Company or not.

86. The instrument appointing a proxy and the power of attorney, if any, under which it is signed, or a notarially or officially certified copy of that power, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time of holding the Meeting or Adjourned Meeting, as the case may be, at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of three months from the date of execution, except in the case of the adjournment of any Meeting first held previously to the expiration of such time.

87. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy, or transfer of the share in respect of which the vote is given, unless an intimation in writing of the death, revocation or transfer shall have been received at the office of the Company before the Meeting.

88.—Every instrument of proxy, whether for a specified Meeting or otherwise, shall, as nearly as circumstances will admit, be in the form to the effect following:—

THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED.

"I, the undersigned, being a Member of "The Cleveland Bridge and Engineering Company, Limited, hereby appoint

"of \_\_\_\_\_ or failing him,

"

"or failing him,

"of \_\_\_\_\_,

, as my proxy, to

"vote for me and on my behalf at the Ordinary (or Extraordinary, as the case may

"be,) General Meeting of the Company to be held on the \_\_\_\_\_ day

"of \_\_\_\_\_, and at any adjournment thereof.

"As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_."

89.—The Directors shall be at liberty to prepare and issue stamped instruments for the appointment of proxies, and to send stamped envelopes to the Members of the Company at the expense of the Company.

90.—No Member shall be entitled to be present or to vote on any question, either personally or by proxy, or as proxy for another Member, at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such Members held by him, whether alone or jointly with any other person.

#### DIRECTORS.

91.—The number of the Directors shall (inclusive of the Managing Director) be not less than two nor more than five, until otherwise determined by Extraordinary Resolution of the Company.

92.—The Directors shall have power from time to time and at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above, but a Director so appointed shall hold office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

93.—The qualification of a Director shall be the holding of shares of the Company of the nominal value of £1,000.

94.—The Directors shall be paid out of the funds of the Company by way of remuneration for their services the sum of £1,400 per annum and such further sum as the Company may from time to time in General Meeting determine. Such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine, and in default of such determination equally. In the event of any Director retiring, or for any other cause vacating office before the end of any year, his remuneration shall be deemed to have accrued up to the date on which his office as a Director shall have been vacated.

95.—The Directors may in their discretion pay out of the funds of the Company any travelling or other expenses of any Director or Directors whilst engaged on the business of the Company, or in attending meetings of Directors, or Committee meetings, and general meetings of the Company.

96.—If any Director shall go or reside abroad on the Company's business or otherwise perform services, whether of a temporary or continuing nature, for which, in the opinion of the Board, his ordinary remuneration as a Director may be inadequate, the Board may arrange with such Director for such special remuneration for the said services, either by way of salary, commission, percentage of profits or the payment of a stated sum of money or otherwise, as they shall think fit, such special remuneration to be of such amount and to be payable during any period or periods, and to be in addition to or in substitution for any remuneration to which such Director would be entitled under the foregoing Articles or otherwise as the Directors in their absolute discretion think fit.

97.—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 the regulations of the Company as the minimum number of the Directors, 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.

98.—The office of Director shall *ipso facto* be vacated—

- (a) If he become bankrupt, or suspend payment, or compound with his creditors.
- (b) If he die, be found lunatic or become of unsound mind.
- (c) If he cease to hold the necessary qualification, or do not acquire the same within two months after his election or appointment.
- (d) If he absent himself from the Meetings of the Directors during the period of six calendar months without leave of absence from the Directors.
- (e) If by notice in writing to the Company he resign his office.

Until an entry of the vacating of office by a Director under one of the sections of this Article shall be entered in the minutes of the Board of Directors, his acts as a Director shall be effectual.

99.—The acts of a Director or Managing Director shall be valid, notwithstanding any defects that may afterwards be discovered in his appointment or qualification.

100.—A Director shall be responsible for those acts only which he himself has done or joined in.

101.—No Director shall be disqualified by his office from contracting with the Company, either 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 shall be in any way interested 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



only of such Director holding that office, or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the Meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest, and no Director shall, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do vote his vote shall not be counted; but this provision and the requirement as to the disclosure of any Director's interest shall not apply to any contract by or on behalf of the Company, to give the Directors, or any of them, any security by way of indemnity or for advances, and it may at any time or times be suspended or relaxed to any extent by a General Meeting.

#### ROTATION OF DIRECTORS.

102.—At the Ordinary General Meeting to be held in the year 1921, and at each subsequent Ordinary General Meeting, one-third of the Directors, or if their number is not a multiple of three, then the nearest number to, but not exceeding one-third, shall retire from office.

103.—The one-third, or other nearest number, to retire as aforesaid at the Ordinary General Meeting to be held in the year 1921, shall, unless the Directors agree among themselves, be determined by lot, but in every subsequent year the Directors to retire as aforesaid shall be those who have been longest in office. As between two or more who have been in office an equal length of time, the Director or Directors to retire shall, in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

104.—A retiring Director shall retain office until the dissolution or adjournment of the Meeting at which his successor is elected.

105.—The Company at any General Meeting at which any Director retires in manner aforesaid, shall, subject to any resolution reducing the number of Directors, fill up the vacated office by electing a Director in his stead.

106.—If at any General Meeting at which an election of a Director or Directors ought to take place, the place or places of the retiring Director or Directors are not filled up, the retiring Director or Directors, or such of them as have not had their places filled up, shall, unless declining to act, continue in office until the dissolution of the Ordinary Meeting in the next year, and so on from year to year until his or their places are filled up, unless it shall be determined at such Meeting on due notice to reduce the number of Directors.

107.—The Company may from time to time by Extraordinary Resolution increase or reduce the number of Directors, and may alter their qualification, and may also determine in what rotation such increased or reduced number is to go out of office.

108.—The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

109.—No person other than a retiring Director shall, unless recommended by the Directors for election be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has at least seven clear days before the Meeting left at the Office of the Company a notice in writing under his hand signifying his candidature for the office or the intention of such Member to propose him.

#### MANAGING DIRECTOR.

110.—The Directors may from time to time appoint one or more of their number to be Managing Director or Managing Directors of the Company, either for a fixed term or without

any limitation as to the period for which they are to hold office, and may from time to time remove or dismiss them from office and appoint others in their places.

111. A Managing Director shall not while he continues to hold that office (unless the terms of his appointment otherwise provide) be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to vacating office and removal as any other Director of the Company.

112.—The remuneration of a Managing Director shall from time to time be fixed by the Directors, and such remuneration may be by way of salary or commission or participation in profits, or by any or all of these modes, and in addition to the remuneration of the Directors.

113.—The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they are not expressly prohibited from delegating, and as they may think fit, and may confer such powers, for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient; and they may confer such powers either collaterally with or to the exclusion of and substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF DIRECTORS.

114.—The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall form a quorum.

115.—A Director may at any time, and the Secretary, upon the request of a Director, shall convene a Meeting of the Directors.

116.—Questions arising at any Meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman of such Meeting shall have a second or casting vote.

117.—A Director who is not in the United Kingdom shall not be entitled to notice of a Meeting of the Directors.

118.—The Directors may elect a Chairman and a Vice-Chairman of their Meetings and determine the period for which they shall respectively hold office. In their absence the Directors present shall choose one of their number to be Chairman of any Meeting.

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

120.—The Directors may delegate any of their powers (other than the power of making calls) to such committees consisting of such Member or Members of their body as they think fit to appoint, and may re-call or revoke any such delegation or appointment. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The Chairman shall be an *ex-officio* Member of all committees.

121.—The Meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Directors so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under the last preceding Article. All acts *bona fide* done by any Meeting of the Directors, or by a committee of Directors, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Director, 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.

122. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

#### MINUTES.

123.—The Directors shall cause minutes to be duly entered in books provided for the purpose—

- (a) Of the names of the Directors present at each Meeting of the Directors and of any committee of Directors.
- (b) Of all appointments of officers made by the Directors.
- (c) Of all debentures, mortgages and charges authorised to be given or executed, and all instruments whereof the sealing is authorised.
- (d) Of all resolutions and proceedings of General Meetings of the Company or of any class of shareholders and Meetings of the Directors and committees.

And any such minutes of any Meeting of the Directors, or of any committee, or of the Company, or any class of shareholders, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes. Until the contrary is proved, every General Meeting of the Company, or of any class of shareholders, or Meeting of Directors, in respect of the proceedings whereof minutes have been so made, shall be deemed to have been duly held and convened, and all proceedings thereat to have been duly had, and all appointments of Directors, Managers, Managing Directors or Liquidators shall be deemed to be valid.

#### POWERS OF DIRECTORS.

124.—The management of the business of the Company shall be vested in the Directors, and the Directors in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the statutes and of these presents, and to any regulations from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

125.—Without prejudice to the general powers conferred by the last preceding clause, and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say power:—

- (1) To pay out of the funds of the Company the costs, charges and expenses, preliminary and incidental to the issue or placing of any shares or debentures or other securities which it may deem advisable to issue or place, or of any other company, society or undertaking promoted, founded or brought out, wholly or partially by the Company, and to adopt all acts and preliminary arrangements done and made in reference to the same.
- (2) To purchase, take on lease, or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration, and generally on such terms and conditions as they think fit.
- (3) At their discretion to pay for any property, rights or privileges acquired by, or services rendered to, the Company either wholly or partially in cash, or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up, or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital, or not so charged.

- (4) To appoint, and at their discretion, remove or suspend, such bankers, solicitors, managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their powers and duties, and fix their salaries, or emoluments, and to require security in such instances and to such amount as they think fit.
- (5) To determine in each year and pay out of the funds of the Company such sum as shall from time to time appear to them reasonable and proper as and by way of bonuses or extra remuneration to the staff of the Company, and to distribute the sum so determined upon in such proportion and manner as the Directors in their discretion may deem fit.
- (6) To appoint any person or persons (whether incorporated or not incorporated) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustees out of the funds of the Company.
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company.
- (8) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.
- (9) To determine who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (10) To give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, or a share in the general profits of the Company or any other kind of remuneration, and such commission or share of profits or other remuneration shall be treated as part of the working expenses of the Company.
- (11) To enter into all such negotiations and contracts, and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.
- (12) To refer any claims or demands by or against the Company to arbitration, and observe and perform the awards.
- (13) To affix the seal of the Company to and subscribe and otherwise execute and complete, or cause to be executed and completed, agreements, conveyances, grants, mortgages, bonds, debentures, deeds of exchange, leases, counter-part leases, and all other deeds and assurances.
- (14) To invest, lend and deal with any of the moneys of the Company not for the time being required for the purposes thereof, upon such stock, funds, shares, securities, or investments (other than shares in the Company), although not of a nature authorised by law for the investment of trust funds, and to hold, sell, vary, realise or otherwise deal with such investments or securities as the Directors may think fit.
- (15) To give indemnities to and execute in the name and on behalf of the Company, in favour of any Director or other person who may incur, or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and

any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

- (16) To adopt, enter into, and carry into effect any contract or contracts with any person or persons or body corporate as they may deem expedient, for the purchase or acquisition of any property, or any lease, or the goodwill of any business or interest in any property, or in relation to any other matter connected with the business of the Company, as they from time to time may deem reasonable and expedient.
- (17) To adopt such measures as they deem expedient by building or otherwise, for developing or improving the property and realising the produce of the Company, and to manage, farm, maintain, cultivate, improve, convey, lease, let, demise and mortgage the property of the Company, as they may think fit.
- (18) From time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants, or any section thereof.
- (19) From time to time provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any person to be attorney or agent of the Company abroad, with such powers and upon such terms as may be thought fit, and to take all steps that may be necessary to obtain recognition of the Company in any foreign country in which the Company may own property.

126.—The Directors shall comply with the provisions of Section 75 of the Companies (Consolidation) Act, 1908, as extended by the Companies (Particulars as to Directors) Act, 1917, in regard to keeping a register of Directors or Managers and sending a copy thereof to the Registrar of Companies and notifying changes to the Registrar.

#### THE SEAL.

127.—The Directors shall provide for the safe custody of the seal of the Company, and the seal shall not be affixed to any instrument except by the authority of the Directors previously given, and in the presence of at least one Director and of the Secretary, or such other person as the Directors may appoint for the purpose, or of two Directors alone. The Directors shall have power to alter and change the seal from time to time, but so that there be always subscribed thereon the name of the Company with the word "Limited" as the last word of same.

128.—The Company may exercise the powers conferred by Section 79 of the Companies (Consolidation) Act, 1908, and such powers shall accordingly be vested in the Directors.

#### DIVIDENDS.

129.—The profits of the Company, which it shall from time to time be determined to divide, shall be divisible among the Members in proportion to the capital paid up on the shares held by them respectively. Where capital is paid up in advance of calls, such capital shall not confer a right to participate in profits.

130.—The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits, and may fix the time for payment.

131.—Notwithstanding any dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

132.—Any General Meeting declaring a dividend may direct payment of such dividend, wholly or in part by the distribution of specific assets, and in particular of paid-up shares, stock, debentures or debenture stock of the Company or any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in

particular may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors.

133. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company, but the Company may pay interest out of capital in the case and subject as mentioned in Article 8.

134.—The declaration of the Directors as to the amount of the profits shall be conclusive.

135.—The Directors may from time to time pay to the Members on account of the next forthcoming dividend such interim dividends as in their judgment the position of the Company justifies.

136.—The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

137.—The Directors may retain the dividends payable on shares in respect of which any person is under the Transmission Clause entitled to become a Member, or which any person under that clause is entitled to transfer, until such person shall become a Member in respect of such shares, or shall duly transfer the same.

138.—The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper to form a reserve fund or reserve funds to meet contingencies, to provide for depreciation or losses, for special dividends, for equalising dividends, or for such other purposes as the Directors in their absolute discretion think conducive to the interests of the Company; and the Directors may invest the several sums so set aside in the business of the Company or in such investments as they think fit, other than shares of the Company, and from time to time may deal with and vary such investments, and may dispose of all or any part of any moneys or investments belonging to or representing any reserve fund for the benefit of the Company, and may divide any reserve fund into such special funds as they think fit, and may consolidate any reserve funds and vary the purposes for which any reserve fund is held, with full power to employ the assets constituting any reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets. The Directors may at any time or times, with the sanction of a General Meeting, capitalise any reserve fund, or any part thereof, or other undistributed profits of the Company, by the allotment and issue to the Members of shares in the Company, credited as fully paid-up of a nominal value equal to the amount to be capitalised, in proportion to their shares and interests in the said profits and in satisfaction thereof. For the purpose of capitalising profits the Directors may appoint any person to sign a proper Contract, to be filed in accordance with Section 88 of the Companies (Consolidation) Act, 1908, constituting the title of the allottees of the said shares, and every Member on whose behalf such contract shall be so signed shall be bound thereby. If any difficulty arise with regard to the distribution of the said shares the Directors may settle the same by the issue of fractional Certificates, or as provided by clause 132 hereof as if the same were a dividend paid by the distribution of specific assets.

139.—In case several persons are registered as the joint holders of any share or stock any one of such persons may give effectual receipts for all dividends and payments on account of dividends, bonuses or other payments in respect of such share or stock.

140.—A transfer of shares or stock shall not pass the right to any dividend declared thereon before the registration of the transfer.

141.—Unless otherwise directed, any dividend may be paid by cheque or warrant sent, at the risk of the Member or person entitled thereto, through the post to the registered address of the Member or person entitled, or in case of joint holders to that one of them first named in

the register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

142.—All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all dividends unclaimed for five years after having been declared may be forfeited by the Directors for the benefit of the Company.

#### ACCOUNTS.

143.—The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Company.

144.—The books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit, and shall always be open for the inspection of the Directors.

145.—The Directors shall from time to time determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Company, or any of them, shall be open for the inspection of the Members, not being Directors, and no Member not being a Director shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

146.—Once at least in every year the Directors shall lay before the Company in General Meeting a Balance Sheet, containing a summary of the property and liabilities of the Company made up from the time when the last preceding Balance Sheet was made up. Each such Balance Sheet shall be made up to a date not more than six months before the Meeting at which it is presented.

147.—Any item of expenditure made or liability incurred may be distributed over several years, and only a portion charged against the income of the year in which it was incurred, if the circumstances of the case make it fair and reasonable to do so.

148.—Every Balance Sheet shall be signed on behalf of the Board by two of the Directors of the Company, and be accompanied by a report of the Directors as to the state and condition of the Company and as to the amount (if any) paid, or which they propose shall be paid, out of the profits by way of dividend to the Members, and the amount (if any) which they propose to carry to the reserve fund according to the provisions in that behalf hereinbefore contained.

149.—The Auditor's report shall be attached to the Balance Sheet, and such report shall be read before the Company in General Meeting and shall be open to inspection by any shareholder.

150.—A printed copy of such Balance Sheet and report shall, at least seven days previously to the Meeting, be served on the registered holders of shares and debentures in the manner in which notices are hereinafter directed to be served.

#### AUDIT.

151.—Once at least in every calendar year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more Auditor or Auditors.

152.—Auditors shall be appointed and their duties regulated in manner provided by Sections 112 and 113 of the Companies (Consolidation) Act, 1908.

153.—Every account of the Directors, when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

## NOTICES.

154. Every holder of registered Shares shall furnish the Company with particulars in writing of his name and address, and every change of address, for the purpose of registration, and until he has done so he shall not be entitled to vote or receive any dividend.

155. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such Member at his registered place of address.

156.—Each holder of shares whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company an address in the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding clause.

157.—As regards those Members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

158.—Any notice required to be given by the Company to the Members or any of them, and not expressly provided for by these presents, shall be sufficiently given if by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in two daily newspapers.

159.—All notices shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all the holders of such shares.

160.—Any notice sent by post to the registered address (if furnished) of any registered Member shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same was posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by any Manager, Secretary or other officer of the Company that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof. Any notice given by advertisement shall be deemed to have been served on the day of the publication of such advertisement.

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

162.—Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding such Member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such Member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators, and all persons, if any, jointly interested with him in any shares.

163.—Where a given number of days' notice or notice extending over any other period, is required to be given, the day of service shall unless it is otherwise provided, be counted in such number of days or other period.

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

## WINDING-UP.

165.—If the Company shall be wound up (whether voluntarily, under supervision, or compulsorily) the Liquidator may distribute among the contributories in specie any part of the



assets of the Company, and vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator shall think fit. No Member shall be compelled to accept any shares whereon there is any liability. In the event of the capital being divided by the issue of Preference Shares or otherwise into different classes any such distribution may be made otherwise than in accordance with the legal rights of the contributories, provided such mode or scheme of distribution is sanctioned by the Members of the class whose rights or interests are affected in the manner provided by Article 56.

166.—When any share is registered in the name of more than one person during the winding up, the Liquidator may make the warrant or cheque for any return or payment in respect of that share payable to the Member whose name shall stand first on the Register of Members in respect of such share.

167.—The Liquidator may send by post to any Member at his registered address, and at the risk of such Member, any warrant or cheque for any moneys which may become payable to him in the winding up.

168.—In the event of a winding up of the Company in England, every Member of the Company who is not for the time being in England shall be bound, within fourteen days of the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder with a fixed address in England upon whom all summonses, notices, process orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by such Member or the Liquidator, shall be deemed to be good service on such Member for all purposes, and where the Liquidator makes any such appointment he shall with all convenient speed give notice thereof to such Member by advertisement in *The Times* newspaper, or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the Register of Members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

#### INDEMNITY AND RESPONSIBILITY.

169.—Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay the funds of the Company, all costs, losses and expenses which any such Director or other officer or servant may incur or become liable to by reason of any contract entered into or act done by him as such Director, officer or servant, or in any way in the discharge of his duties, including travelling and other expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.

170.—No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his own wilful act or default.

This is a copy of the printed document referred to in the special resolution of the Company passed September 12th., 1921 and confirmed September 28th., 1921.

*Jan. G. Reed*  
Secretary

"THE COMPANIES ACT, 1929"  
COMPANY LIMITED BY SHARES.

(COMPY)

**SPECIAL RESOLUTION**

(Pursuant to the Companies Act 1929, Section 117)

of

**The Cleveland Bridge & Engineering Company  
Limited.**

Passed the 17th day of December 1945. 15 JAN 1946

REGISTERED

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at the Registered Office of the Company, Cleveland Bridge Works, Bank Top, Darlington, on the 17th day of December 1945 the following Special Resolution was duly passed:—

That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by substituting the following new paragraphs for paragraph (a) of clause 3 thereof namely:—

"(a) To carry on the business of Engineers and Contractors for the design, manufacture, construction, erection and demolition of steel, iron and other bridges of all kinds and of steel and iron manufacturers and to carry on any other trade or business in any way connected therewith and also to carry on the business of merchants."

"(ab) To carry on business as Civil Engineering Contractors, Builders, Structural Engineers and Contractors and to design, construct, manufacture, execute, equip, maintain, develop, administer, manage and control public works of all kinds, including docks, harbours, aerodromes, railways, roads, water works, irrigations, reclamations, embankments, tunnels, pipe lines, sewage, drainage and gas works and electric power undertakings and to take part in the construction, manufacture, equipment, development and management of public works of all kinds."

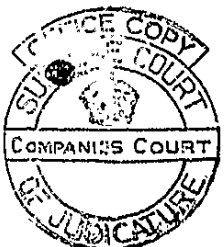
Secretary.

Ch. Clerk, Court of General Sessions  
23rd Feb 1946



IN THE COURT OF THE COMMONS 1929

To 32  
W. 19.



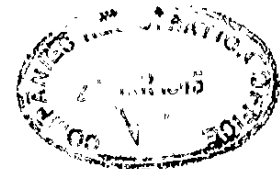
THE COURT OF THE COMMONS of the above named The Cleveland  
Engineering Company Limited whose registered  
office is situate at Park Top Darlington in the County  
of Durham on the 7th January 1946, referred unto this  
Court and upon Hearing Counsel for the Petitioner And  
upon Reading the said Petition the Order dated the 12th  
February 1946 the Affidavit of John Reginald Dixon filed  
the 1st February 1946 the Exhibits therein referred to  
and the "Northern Echo" newspaper of the 25th February 1946  
containing a Notice of the presentation of the said  
petition and that the same was appointed to be heard this day

THIS COURT DOETH ORDER that the alteration in the  
Memorandum of Association of the above named Company with  
respect to its objects proposed by the Special Resolution  
of the above named Company passed in accordance with  
Section 127 of the above mentioned Act at an Extraordinary  
General Meeting of the above named Company held on the 17th  
December 1945 (which Special Resolution is set forth in  
the Schedule hereto) be and the same is hereby confirmed in  
accordance with the provisions of the above mentioned Act

AND IT IS ORDERED that the above named Company do  
within 21 days from the date of this Order deliver to the  
Registrar of Companies an office copy of this Order together  
with a printed copy of the Memorandum of Association altered  
in accordance with the said Resolution

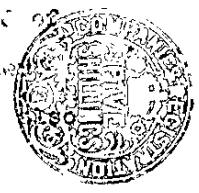
Arthur Stables

A 3529



of the Court of Directors of the Bank of India

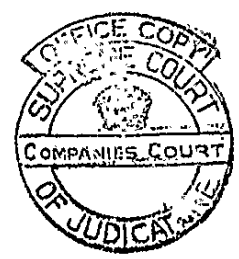
(a) to carry on the business of Engineering and Port works for the construction of ships and for the construction of other works and other buildings and other works and to carry on any other business in any way connected therewith and to carry on the business of merchants"



"(ab) to carry on business as Civil Engineering Contractors Builders Structural Engineers and Contractors Builders and to design construct manufacture execute equip maintain develop administer manage and control public works of all kinds including docks harbours aerodromes railways roads water works irrigations reclamations embankments tunnels pipe lines sewage drainage and gas works and electric power undertakings and to take part in the construction manufacture equipment development and management of public works of all kinds"

AS.

Pass



1177 APRIL 1946

U. S. DEPARTMENT OF JUSTICE  
FEDERAL BUREAU OF INVESTIGATION

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED  
DATE 11-17-2001 BY 60322 UCBAW

Office Copy

ORDER

confirming litigation in  
Memorandum of Association

Fos. 8

COMPLETED  
20 MAR 1946  
Arthur Stiebel Registrar.

RECEIVED  
MAR 20 1946  
FEDERAL BUREAU OF INVESTIGATION  
U. S. DEPARTMENT OF JUSTICE  
WASHINGTON, D. C.

DUPLICATE FOR THE FILE

# Certificate of Registration

OF

ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

*Pursuant to Section 5 (6) of the Companies Act, 1929.*



No. 39338

THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED

.....having by Special  
Resolution altered the provisions of its Memorandum of Association with respect to its objects, as  
confirmed by an Order. of the High Court of Justice, Chancery Division,  
.....bearing date the 11th day of March 1946

## I Hereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association  
as altered.

Given under my hand at London this twenty-third day of March  
One Thousand Nine Hundred and forty-six.

*R. Austin*  
Registrar of Companies.

Certificate received by *[Signature]*

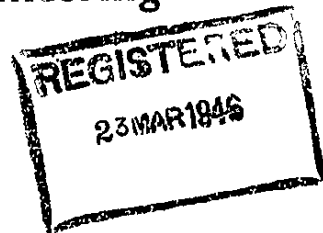
Date .....

1864  
7  
1864  
THE COMPANIES ACTS, 1862 TO 1890.

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
(as altered by Special Resolution passed the 17th December, 1945,  
and confirmed by the Court on the 11th March, 1946)  
OF

**The Cleveland Bridge & Engineering  
Company, Limited.**



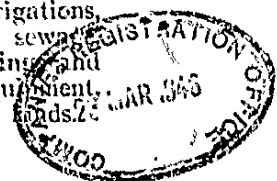
1.—The name of the Company is "THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED."

2.—The Registered Office of the Company will be situated in England.

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

To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an Agreement, dated the Tenth day of July, 1893, and made between CHARLES FREDERICK DIXON, (hereinafter called "the Vendor,") of the one part, and JOSHUA WORTLEY, of No. 5, Kingfield Road, Sharrow, in the City of Sheffield, Chartered Accountant, on behalf of this Company, of the other part.

- (a) To carry on the business of Engineers and Contractors for the design, manufacture, construction, erection and demolition of steel, iron and other bridges of all kinds and of steel and iron manufacturers and to carry on any other trade or business in any way connected therewith and also to carry on the business of merchants.
- (ab) To carry on business as Civil Engineering Contractors, Builders, Structural Engineers and Contractors and to design, construct, manufacture, execute, equip, maintain, develop, administer, manage and control public works of all kinds, including docks, harbours, aerodromes, railways, roads, water works, irrigations, reclamations, embankments, tunnels, pipe lines, sewerage, drainage and gas works and electric power undertakings and to take part in the construction, manufacture, equipment, development and management of public works of all kinds.



- (b) To purchase, take on lease or in exchange, hire, or otherwise acquire for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and real and personal property of any kind necessary or convenient for the Company's business, whether in the United Kingdom or elsewhere.
- (c) To erect, construct, lay down, enlarge, alter, and maintain any buildings, machinery, railways, tramways, roads, sewers, and works necessary or convenient for the Company's business.
- (d) To borrow and raise money for the purposes of the Company's business.
- (e) To create and issue at par or at a premium or discount, mortgages, debentures, and debenture stock charged upon all or any part of the undertaking, and all or any of the real and personal property, estate, and effects of the Company, present and future (including uncalled capital), and payable either to bearer or registered holder, and either permanent or redeemable, with or without a bonus or premium, and at such rate of interest and generally upon such terms and conditions as the Board may determine, and to further secure any securities issued by the Company by a trust deed or otherwise as the Board may think fit.
- (f) To mortgage and charge any securities which the Company has power to issue with payment of any sum borrowed or raised or owing by the Company, whether more or less than the nominal amount of the mortgaged securities.
- (g) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- (h) To issue any shares or securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed or is bound to indemnify.
- (i) To pay brokerage, commissions, and other remuneration to persons who procure or guarantee subscriptions for or place or assist in placing any of the share and debenture capital of the Company, and generally to make arrangements for placing and procuring the subscription of such capital.



- (d) To make donations and subscriptions to any object likely to promote the interests of the Company.
- (e) To grant bonuses, gratuities, and pensions to persons employed by the Company, and to endow, support, and subscribe to any educational, social, or charitable institution or society calculated to be beneficial to such persons.
- (f) To purchase or otherwise acquire and undertake all or any part of the business, property, and transactions of any person or Company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
- (m) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the Board may determine.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any Company or Corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures, or debenture stock of any Company or Corporation, or partly in one mode and partly in the other or others, and generally on such terms as the Board may determine.
- (o) To enter into partnership or any joint-purse arrangement, or any arrangement for sharing profits, union of interests, or co-operation with any Company, firm, or person carrying or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock, or securities of any such Company.
- (p) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of, or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock, or

securities of, and guarantee the payment of, any securities issued by or any other obligation of any such Company.

(g) To sell, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements, and other rights of and over, and in any other manner deal with or dispose of the undertaking, and all or any of the property for the time being of the Company.

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

(i) To distribute among the members, in specie, any property of the Company, or any proceeds of sale, or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction of any) for the time being required by law.

(j) To do all such other things as are incidental or conducive to the objects or any of them.

4.—The liability of the members is limited.

The Capital of the Company has been from time to time increased and is now £250,000 divided into 50,000 5% Cumulative Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each.

5.—The Capital of the Company is £25,000, divided into 2,500 Shares of £10 each. Any of the said shares for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, (other than any other shares issued with a preference), or at such a premium or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine.

WE, the several  
persons  
Memorandum  
the name  
our respective

NAMES

CHARLES F.

AMY DIXON  
A.

HENRY ISAAC

JAMES DIXON

ANN BECKEY

EDWARD W.

ROSALIE AN

Dated the

Signed by  
Dixon in the presence of

HAR

Signed by

M. A.

of, any securities  
by such Company.

share of profits, or  
and other rights of  
deal with or dispose of  
the property for the

any whose objects are  
of this Company,  
are or otherwise) of  
ilities of this or any  
th or without winding-  
es or otherwise) of all  
uch other Company as  
y arrangement of the  
her manner.

ecific, any property of  
le, or disposal of any  
that no distribution  
be made except with  
cing required by law.

ental or conducive to

divided into 2,500  
e time being unissued,  
ated, may from time  
ch right of preference,  
of capital or both, or  
any shares previously  
y other shares issued  
n such preferred rights  
or then about to be  
visions, and with any  
enerally on such terms  
resolution determine.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
CHARLES FREDERICK DIXON, Abbeville, Darlington, Engineer.	One Share
AMY DIXON, Abbeville, Darlington, Wife of C. F. Dixon.	One Share.
HENRY ISAAC DIXON, Stumperlowe Hall, Sheffield, Merchant.	One Share.
JAMES DIXON, Tylecote, Ranmoor, Sheffield, Merchant.	One Share.
ANN BECKETT, 4, Palace Road, Surbiton, Widow.	One Share.
EDWARD WESTLEY JACOB, 3, Woodside Terrace, Darlington, Engineer.	One Share.
ROSALIE ANNE NORTON, Nortonthorpe Hall, Huddersfield, Spinster.	One Share.

Dated the 25th day of July, 1893.

Signed by the above-named Charles Frederick Dixon and Amy Dixon in the presence of

HARRY SHIRES,  
25, Victoria Road, Darlington,  
Draughtsman.

Signed by the above-named Ann Beckett in the presence of

M. A. BECKETT,  
4, Palace Road, Surbiton,  
Spinster.

Signed by the above-named Edward Westley Jacob in the presence  
of

HARRY SHIRES,  
25, Victoria Road, Darlington,  
Draughtsman.

Signed by the above-named Rosalie Anne Norton in the presence of

BENJAMIN NORTON,  
Nortonthorpe Hall, Huddersfield,  
Fancy Cloth Manufacturer.

Signed by the above-named Henry Isaac Dixon in the presence of

EDWARD ALBERT MARPLES,  
Ranmoor Park Road, Sheffield,  
Merchant and Manufacturer.

Signed by the above-named James Dixon in the presence of

EDWARD ALBERT MARPLES,  
Ranmoor Park Road, Sheffield,  
Merchant and Manufacturer.

THE CLEVELAND BRIDGE & ENGINEERING CO LTD  
ENGINEERS & CONTRACTORS

DARLINGTON  
10, QUEEN STREET, DARLINGTON  
TELEPHONE 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100



LONDON  
10, QUEEN STREET, LONDON  
TELEPHONE 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100



HEAD OFFICE & WORKS  
DARLINGTON

13th. July, 1948.

The Registrar,  
Companies Registration Office,  
Bush House,  
South West Wing,  
Strand,  
LONDON. W.C. 2.

Dear Sir,

Ref: H. J. K.

REGISTERED

14 JUL 1948

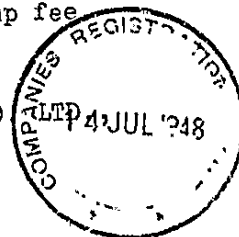
I enclose herewith particulars of Directors and Secretary of this Company, as required by the new Companies Act, but I am unable to complete this form in respect of Mr. Claud E. Pease, who will be absent on holiday during the remainder of this month. Therefore, I shall be glad if you will accept this form with the information missing to be forwarded to you as soon as it is available, or alternatively, please record receipt of the form in compliance with the Act, and return same to me for completion when Mr. Pease returns from holiday.

I also enclose P.O. valued 5/- to cover stamp fee

Yours faithfully,

FOR THE CLEVELAND BRIDGE & ENGINEERING CO

Secretary.



126

*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.

THE CLEVELAND BRIDGE & ENGINEERING  
COMPANY, LIMITED



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at CLEVELAND BRIDGE WORKS, BANK TOP, DARLINGTON, CO. DURHAM, on the 10th day of August, 1951, the following Resolutions, of which the first was proposed as an Extraordinary Resolution and the second as a Special Resolution, were duly passed:—

RESOLUTIONS

1. THAT the capital of the Company be increased to £550,000 by the creation of 200,000 5½ per cent. Cumulative Preference Shares of £1 each, ranking for dividend according to the terms of issue thereof and having attached thereto such rights and restrictions as are set forth in the Articles of Association of the Company as adopted in accordance with the following Resolution.
2. THAT the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of Association of the Company to the exclusion and in substitution for all the existing Articles thereof.

*H. J. Kerr*  
H. J. KERR,  
Secretary.

C440

2

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

OF

**The Cleveland Bridge & Engineering Company,  
Limited.**

(Adopted by Special Resolution dated , 1951).

TABLE A.

1. The regulations in Table A in the Companies Act, 1948, shall not apply to the Company.

INTERPRETATION.

2. In these presents if not inconsistent with the subject or context :—

The words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1948.
These presents...	These Articles of Association as now framed or as from time to time altered by special resolution.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Register ...	The Register of Members of the Company.
Month ...	Calendar Month.
Year ...	Year from the 1st January to the 31st December, inclusive.
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up ...	Paid up or credited as paid up.

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

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

Words importing persons shall include corporations;

The expression "debenture" and "debenture holder" shall include debenture stock and debenture stockholder;

The expression "the Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;

The expression "dividend" shall include bonus;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

#### BUSINESS.

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

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

6. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or of its holding company (if any) nor make, or guarantee or provide any security in connection with, a loan to any Director of the Company or



of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by sections 54 or 190 of the Act.

#### SHARE CAPITAL.

7. The Share Capital of the Company at the date of adoption of these presents is £550,000 divided into 50,000 5 per cent. Cumulative Preference Shares of £1 each, 200,000 5½ per cent. Cumulative Preference Shares of £1 each and 300,000 Ordinary Shares of £1 each.

8. (A) The said 5 per cent. Cumulative Preference Shares shall confer on the holders thereof *pari passu* with the shares referred to in the next succeeding paragraph the right to a cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up on such shares.

(B) The said 5½ per cent. Cumulative Preference Shares shall confer on the holders thereof *pari passu* with the shares referred to in the last preceding paragraph the right to a cumulative preferential dividend at the rate of 5½ per cent. per annum on the capital for the time being paid up on such shares.

(C) The said 5 per cent. Cumulative Preference Shares and 5½ per cent. Cumulative Preference Shares shall confer on the holders thereof *pari passu* the right in a winding-up or on a reduction of capital to repayment of the capital paid up thereon respectively together with a sum equal to any arrears or deficiency of the said fixed dividends (whether earned or declared or not) calculated down to the date of repayment, and together in the case of the 5½ per cent. Cumulative Preference Shares with a sum equal to any premium at which such shares were first issued, in priority to any payment to the holders of any other class of shares, but shall confer no further right to participate in the profits or assets of the Company.

9. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

10. Subject to the provisions of section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by special resolution determine.

## MODIFICATION OF RIGHTS.

11. (A) Subject to the provisions of section 72 of the Act, all or any of the special rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these presents as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

(B) For the purpose of the preceding sub-paragraph, the creation or issue of further shares ranking whether as to dividend or as to capital *pari passu* with the said 5 per cent. Cumulative Preference Shares and/or the said 5½ per cent. Cumulative Preference Shares shall be deemed to be an alteration of the special rights attached to the said 5 per cent. Cumulative Preference Shares and/or the said 5½ per cent. Cumulative Preference Shares. Subject as aforesaid, the special rights conferred upon the holders of any shares or any class of shares, shall not unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

## SHARES.

12. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

13. The Company may exercise the powers of paying commissions conferred by section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to

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subscribe absolutely shall be disclosed in the manner required by the said section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

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

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

16. Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding two shillings and sixpence, for every certificate after the first as the Board shall from time to time determine. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all.

17. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company. Where a Member has sold part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

## LIEN.

18. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single Member for all the debts and liabilities of such Member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person whether a Member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

19. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or to the person entitled by reason of his death or bankruptcy to the share.

20. The net proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

## CALLS ON SHARES.

21. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium)

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and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal amount of the shares or be payable at less than one month from the date fixed for payment of the last previous call, and each Member shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

22. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

24. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

25. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

26. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

27. The Board may, if it thinks fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding (unless the Company in general meeting shall otherwise direct) 6 per cent. per annum as may be agreed upon between the Board and the Member paying such sum in advance.

33. The Company shall be entitled to charge a fee of two shillings and sixpence on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

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38. If a Member for any day appointed for payment thereafter during such term remains unpaid serve as a default of the call or instalment and pay the expenses which may be incurred by the Association in connection with the same.

## TRANSMISSION OF SHARES.

34. In case of the death of a Member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him with other persons.

35. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

36. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at general meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a Member until he shall have become registered as the holder thereof.

## FORFEITURE OF SHARES.

38. If a Member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

39. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

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

41. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be); but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

42. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

43. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine, not exceeding ten per cent. per annum, from the date of forfeiture until payment.

44. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the

same is sold or disposed of. The holder of the share shall not be affected by any such reference to the for

45. The Company may convert any paid up share into paid up share

46. The holder of a share may, at any time, surrender the same and thereupon the share shall be subject to which the holder previously to conversion in circumstances and for a minimum amount of stock to be transferred of fraction of a share to exceed the nominal

47. The holder of a share may, at any time, surrender the same and thereupon the share shall be subject to which the holder previously to conversion in circumstances and for a minimum amount of stock to be transferred of fraction of a share to exceed the nominal

48. All such shares shall be paid up shares and the holder thereof shall be a "shareholder" in the Company.

49. The Company may, at any time, increase its capital by such amount as the Board may determine.

50. The Company may, at any time, direct that the nominal value of any share be increased either in whole or in part and that the holder of such share shall be deemed to be the holder of shares of the increased value.



same is sold or disposed of, and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

### STOCK.

45. The Company may from time to time by ordinary resolution convert any paid up shares into stock and may re-convert any stock into paid up shares of any denomination.

46. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose.

47. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and in assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

48. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder."

### INCREASE OF CAPITAL.

49. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

50. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of section 57 of the Act) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of

such shares held by them respectively, or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend, the new shares shall be at the disposal of the Board which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

51. The new shares shall be subject to the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise, and unless otherwise provided in accordance with these presents, shall be issued as Ordinary Shares.

#### ALTERATIONS OF CAPITAL.

52. The Company may from time to time by ordinary resolution :—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of section 61(1)(d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights, or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.
- (C) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

And may also by special resolution :—

- (D) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

53. The Company may at any time call in its annual general meeting, and not more than once in any year, and not more than once in any year, of one annual general meeting. The annual general meeting shall be called in accordance with the provisions of the Companies Act, 1947.

54. The Board may at any time call in its annual general meeting, and not more than once in any year, and not more than once in any year, of one annual general meeting. The annual general meeting shall be called in accordance with the provisions of the Companies Act, 1947.

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56. An annual general meeting of the Company shall be called by the Board in writing, and notice in writing shall be given to each shareholder entitled to attend and vote at the meeting. The notice shall be given to each shareholder entitled to attend and vote at the meeting at least 21 days before the meeting, and shall specify the place, the day, the time, the business to be transacted, and the names of the persons to be called upon to attend and vote at the meeting. The notice shall be given to each shareholder entitled to attend and vote at the meeting at least 21 days before the meeting, and shall specify the place, the day, the time, the business to be transacted, and the names of the persons to be called upon to attend and vote at the meeting.

Provided that

## GENERAL MEETINGS.

53. 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 not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

54. All general meetings other than annual general meetings shall be called extraordinary general meetings.

55. The Board may, whenever it thinks 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 132 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 Board.

## NOTICE OF GENERAL MEETINGS.

56. 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 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 the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. Notice of every general meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being.

Provided that a meeting of the Company shall, notwithstanding

that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed :—

- (A) In the case of a meeting called as an annual general meeting by all the Members entitled to attend and vote thereat ; and
- (B) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member.

57. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors and the voting of additional remuneration to the Directors.

59. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, three Members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of section 139 of the Act.

60. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened on the

requisition of Members, shall stand adjourned to the same place and place, or to such other place as the Chairman may determine. If at such adjourned meeting a quorum be not present within fifteen minutes after the time appointed for holding the meeting the

61. The Chairman (or deputy-Chairman (if any)) shall preside at every meeting of the Company.

62. If there be no such person present at any meeting neither the Chairman nor deputy-Chairman present within fifteen minutes after the time appointed for the meeting, or if neither the Chairman nor deputy-Chairman present shall call the meeting to order. If no Director be present at the meeting, the Chairman or deputy-Chairman only be present shall call the meeting to order. If no Director be present to take the chair, the Chairman or deputy-Chairman shall be Chairman.

63. The Chairman or deputy-Chairman shall preside at every meeting at which a quorum is present. If the Chairman or deputy-Chairman shall adjourn the meeting from time to time and from place to place, no business shall be transacted at any such adjourned meeting which might have been transacted at the meeting from which the adjournment took place. If the meeting adjourned for thirty days or more, notice shall be given as in the case of a special meeting. It shall not be necessary to give notice of the business to be transacted at such adjourned meeting.

64. At any general meeting the Chairman or deputy-Chairman shall preside. If the Chairman or deputy-Chairman shall be absent from the meeting, the Chairman or deputy-Chairman shall declare the result of the vote at the meeting or by proxy and entitled to vote in person or by proxy and the result of the vote shall be one-tenth of the total vote at the meeting or by proxy and entitled to vote at the meeting or by proxy and entitled to vote at the meeting on which there shall be a declaration of equal to not less than one-tenth of the total vote conferring that right. The Chairman or deputy-Chairman shall carry out the business carried or carried unanimously or by a particular

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 or place as the Chairman may determine, and the provisions of Article 64 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.

61. The Chairman (if any) of the Board, or in his absence, the deputy-Chairman (if any) shall preside as Chairman at every general meeting of the Company.

62. If there be no such Chairman or deputy-Chairman, or if at any meeting neither the Chairman nor the deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

63. 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 except business which might lawfully have been transacted 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.

64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote or by any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. 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 not carried by a particular majority or lost, and an entry to that effect

in the book 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 a resolution.

65. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

66. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

67. In case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

68. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

69. 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 the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

#### VOTES OF MEMBERS.

70. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal amount of share capital of which he is the holder. Provided that the holders of the said 5½ per cent. Cumulative Preference Shares shall have no right as such to receive notice of or to attend or vote at any general meeting of the Company unless (A) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 30th June and 31st December in every year) or (B) the business of the meeting includes the consideration of a resolution for winding-up or reducing the capital of the Company or any resolution directly

or adversely affecting and to the said 5½ per cent.

71. In the case of who tenders a vote, whether to the exclusion of the purpose seniority shall names stand in the Register

72. In accordance being a Member may by body authorise such person at any general meeting of the Company and to exercise the same power represents as that corporate Member of the Company

73. A Member of has been made by any persons incapable of making on a show of hands or or other person in the appointed by such Court person may vote on a

74. No Member shall unless all calls or other shares in the Company

75. No objection voter except at the meeting objected to is given on such meeting shall be made in due time shall whose decision shall be

76. On a poll vote

77. The instrument under the hand of the writing or, if the appoint seal or under the hand

78. A proxy ne Member may appoint occasion.

adverse'; affecting any of the special rights and privileges attached to the said 5½ per cent. Cumulative Preference Shares.

71. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

72. In accordance with section 139 of the Act a corporation being a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

73. A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction for the protection of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such Court, and such committee, *curator bonis* or other person may vote on a poll by proxy.

74. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

76. On a poll votes may be given either personally or by proxy.

77. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

78. A proxy need not be a Member of the Company. Any Member may appoint more than one proxy to attend on the same occasion.

79. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, shall be deposited at the Office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

80. The Board may, if it thinks fit, send out with the notice of any meeting duly stamped forms of instrument of proxy for use at the meeting and, where it is desired to afford Members the opportunity of instructing their proxies to vote for or against the resolutions to be submitted to the meeting, such instruments of proxy shall be in the form or to the effect following :—

THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED.

I/We, being a Member of the above-named Company, hereby  
 appoint \_\_\_\_\_,  
 of \_\_\_\_\_,  
 or failing him \_\_\_\_\_,  
 of \_\_\_\_\_,  
 as my/our proxy to vote for me/us and on my/our behalf  
 at the annual [or extraordinary, as the case may be] general  
 meeting of the Company to be held on the \_\_\_\_\_ day of  
 \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Signature :

Address :

I desire to vote\* <sup>in favour of</sup> <sub>against</sub> the Resolution(s) [*where more than one proxy is appointed add, in respect of* \_\_\_\_\_ Shares].

\*NOTE.—Unless otherwise directed, the proxy holder will vote as he thinks fit and in respect of the Member's total holding.

81. A vote of proxy shall be valid notwithstanding the insanity of the person by whom the authority was given, and the share in respect of which the vote is given, that no intimation of the transfer shall have been made before the commencement of the taking of the poll.

82. Unless otherwise directed, no resolution shall be passed at a general meeting, unless it is supported by more than seven members.

83. No Director shall be eligible for re-election as Director at a meeting unless he has been re-elected by a majority of seventy or any other number of members.

84. Each Director shall be liable to be removed by a resolution of the Members during his absence from the Company. A person appointed as Director, or a person who has been appointed as Director, shall in all respects to the other Directors be deemed to be a Director while so acting, and shall be entitled to exercise the powers and duties as a Director. Any Director appointed as a Director shall *ipso facto* cease to be a Director if he ceases for any reason to be a Director, or if he retires by rotation, or if he is removed by any appointment, or if he is removed in force immediately after the meeting, though he had been appointed as a Director.

85. Any resolution of the Members shall be effected by a majority of the Members present and voting, and shall be signed by the majority of the Members present and voting.

86. The Directors shall be entitled to receive remuneration by way of remuneration for their services as Directors.



81. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

#### DIRECTORS.

82. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than two and not more than seven in number.

83. No Director shall be required to retire or vacate his office of Director at any time or be ineligible for re-appointment as a Director by reason of his attaining or having attained the age of seventy or any other age.

84. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

85. Any appointment or removal of an alternate Director shall be effected by instrument in writing delivered at the Office and signed by the appointor.

86. The Directors shall be paid out of the funds of the Company by way of remuneration for their services an aggregate sum at a rate

in the following manner: The Director shall at once surrender to the Company all shares of any class of any company in which he is interested, and the Company in general meeting. Such shares shall be divided into shares of nominal value (if any) shall be divided among the Directors as the Board may by resolution determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors (including alternate Directors, and also the members) to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings or otherwise in and while engaged on the business of the Company.

87. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

88. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board or any of them to be directors or officers of such other company, or voting or providing for the payment or remuneration to the directors or officers of such other company. And any Directors of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

89. (A) A Director may hold any other office or place of profit under the Company (including that of Chairman of the Board but excluding that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor either in addition to any other remuneration hereunder or in substitution therefor as the Board may think fit. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any

other manner whatever or arrangement entered into by any Director is in any way affected thereby, and shall any Director so contract or arrangement by reason of the fiduciary relation

(B) A Director who is directly or indirectly, interested in any contract or arrangement of his interest at the time of entering into the contract or arrangement, if his interest is not declared in a meeting of the Board or in a notice to the Board given by a member of a specified class, and if he is interested in all transactions of the Company, sufficient declaration of his interest in general notice it shall be sufficient relating to any subsequent transaction provided that either the Director giving notice or the Director giving notice it is brought up and re-

(C) A Director who is directly or indirectly, interested in respect of any contract or arrangement and if he shall do so his interest shall not apply to any contract or arrangement security or indemnity undertaken by him or any arrangement for the benefit of a third party in respect of which the Director has himself or himself by a Director to subscribe for or purchase shares in the Company, nor to any contract or arrangement in which he is interested as a creditor or member of a company, or as a shareholder, suspended or relaxed of any particular contract or arrangement

(D) A Director who is directly or indirectly, interested in the appointment of himself or himself or place of profit under the Company, or in the terms of any such contract or arrangement under Article

other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relation thereby established.

(b) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(c) A Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured, nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the Company in general meeting.

(d) A Director, notwithstanding his interest, may be counted in the quorum present for the purpose of considering the appointment of himself or of any other Director to hold any such office or place of profit under the Company as aforesaid or of arranging the terms of any such appointment or of exercising the powers of the Board under Article 106 hereof, and he may vote on any such

appointment or arrangement other than his own appointment or the arrangement of the terms thereof or the exercise of any such powers in favour of himself or his widow or dependants.

(F) Any Director may act by himself or his firm in his professional capacity for the Company (otherwise than as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

89. The qualification of a Director shall be the holding alone, and not jointly with any other person, of Ordinary Shares of the Company of the nominal amount of £1,000. A Director may act before obtaining his qualification but, if not already qualified, shall obtain such qualification in the case of a Director in office at the date of the adoption of these presents within two months after such date and in any other case within two months after his appointment, and in default his office shall be vacated. If at any time after the expiration of such two months a Director shall cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being re-appointed a Director until he shall have obtained his qualification.

90. Without prejudice to the last preceding Article and to the provisions for retirement by rotation or otherwise hereinafter contained the office of a Director shall be vacated in any of the events following, namely:—

- (A) If he resigns his office by writing under his hand left at the Office.
- (B) If he be found or becomes of unsound mind or becomes bankrupt or compounds with his creditors.
- (C) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months and the Board resolve that his office be vacated.
- (D) If he be constituted under being a Director by reason of any order made under section 288 of the Act.
- (E) If he be removed from office pursuant to section 164 of the Act.

## POWERS

92. The business of the Board, which may be exercised by the Act or by the Company in general meeting, of these presents and inconsistent with such Company in general meeting, Board which would have been made. The general powers of the Board limited or restricted by any other Act.

93. The Board may manage any of the business of the Kingdom or elsewhere of such local boards, remuneration, and may appoint any agent, any of the powers of the Board, with power to act notwithstanding any delegation may be made on such conditions as the Board may think fit. Any person so appointed shall not be liable for annulment or variation of the powers, authorisation or

94. The Board may employ any firm or person or any other person directly or indirectly for the business of the Company for such terms and discretions (not exceeding six months) as the Board under these presents may think fit. It may contain such provisions as to persons dealing with the Board and may also authorise the Board of the powers, authorisation or

95. The Company may exercise the powers conferred by section 35 of the Act in relation to the business abroad, and such powers.

96. The Company may exercise the powers conferred by sections 119 to 122 of the Act in relation to the business abroad, and such powers.

## POWERS AND DUTIES OF DIRECTORS.

92. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these presents and of the Act and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Board in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

93. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent, any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

94. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, 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 Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

95. The Company may exercise the powers conferred by section 35 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

96. The Company may exercise the powers conferred by sections 119 to 122 of the Act with regard to the keeping of a

MANAGIS

101. The Board may from its body to the office of Managing Director for such period and subject to the provisions of particular case, may revoke appointed shall not, while in retirement by rotation or taken into to any claim he may have for services between him and the cease from any cause to be a

102. A Managing Direc

103. The Board may

104. The Secretary shall serve for a term, at such remuneration as may be determined by fit ; and any Secretary shall be eligible for re-election by the Board.

105. A provision of  
authorising a thing to be done  
shall not be satisfied by  
acting both as Director and

- PENSIO

106. The Board may make such other allowances, including the widow or dependants of the Director, or in any other

## MANAGING DIRECTOR.

101. The Board may from time to time appoint one or more of its body to the office of Managing Director or Assistant Managing Director for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, while holding such office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine if he cease from any cause to be a Director.

102. A Managing Director or Assistant Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or otherwise) as the Board may determine.

103. The Board may entrust to and confer upon a Managing Director or Assistant Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

## SECRETARY.

104. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

105. A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary, shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## PENSIONS AND ALLOWANCES.

106. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the

Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### THE SEAL.

107. The Board shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except in the presence of at least two Directors or at least one Director and the Secretary and such Directors or Director and Secretary shall sign every instrument to which the Seal is so affixed in their presence. All forms of certificate for shares, stock or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and bear the autographic signatures of one or more Directors and the Secretary.

#### ROTATION OF BOARD.

108. At every annual general meeting one-third of the Directors for the time being or if their number be not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

109. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

110. A retiring Director shall be eligible for re-election.

111. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in general meeting (subject to the provisions of Article 113) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

112. Except as otherwise provided, the election or appointment of any Director shall be effected by a separate resolution to elect or appoint two or more Directors and shall be ineffective and void.

113. No person, other than a Director, shall, unless recommended by the Board, be eligible for the office of a Director at any general meeting, and not more than two persons shall be appointed for the meeting, the Secretary notice in writing by the Board shall be presented and vote at the meeting shall be given in intention to propose such person for election, the writing signed by the person to be elected.

114. If at any meeting a Director shall be elected to take place the place of any Director, if offering himself for re-election, he shall not be re-elected unless at such meeting he shall fill up such place or unless either a resolution is carried or a motion that he be defeated.

115. The Company in general meeting may increase or reduce the number of Directors in what rotation such increase or reduction shall be effected.

116. Without prejudice to the provisions of any meeting in pursuance of any resolution, the Company may appoint any person to be a Director for any time and from time to time, either to fill a casual vacancy on the existing Board, but so that the total number of Directors at any time exceed the maximum number fixed by or in accordance with these presents. Any person so appointed shall be eligible for re-election by the Company at the next following meeting, and shall be eligible for re-election by the Company at the next following meeting.

117. The Company may in general meeting, subject to the provisions of section 1 of the Act, remove any Director.



112. Except as otherwise authorised by section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

113. No person, other than a Director retiring at the meetings shall, unless recommended by the Board, be eligible for election to the office of a Director at any general meeting unless, not less than three and not more than twenty-one clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present 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 the person to be proposed of his willingness to be elected.

114. If at any meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up such Director, if offering himself for re-election, shall be deemed to have been re-elected unless at such meeting it be expressly resolved not to fill up such place or unless either a motion that he be not re-elected is carried or a motion that he be re-elected is put to the meeting and defeated.

115. The Company in general meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.

116. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board 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 Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

117. The Company may by extraordinary resolution, or (subject to the provisions of section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of

office and may (subject to Article 113 or to the said provisions as the case may be) by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF BOARD.

118. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from the United Kingdom.

119. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

120. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

121. The Board may elect a Chairman and deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or deputy-Chairman be elected, or if at any meeting neither the Chairman nor the deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

122. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

123. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, as it thinks fit. 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 Board.

124. The meetings and of two or more members shall be contained for regulating the so far as the same are applicable regulations imposed by the

125. A resolution in writing to receive notice of a meeting of a committee for the time being resolution passed at a meeting of such committee duly called shall be contained in one document each signed by one or more members of the committee concerned.

126. All acts done by a person acting as a Director shall be covered that there was some Director or person acting as such were disqualified or had vacated such person had been duly continued to be a Director.

127. The Company may declare dividends to be paid and interests in the profits, in excess of the amount recom-

128. All dividends shall be amounts paid up on the shares but no amount paid up on a share for the purposes of this Article shall be apportioned and paid up on the shares during any respect of which the dividend is in arrears terms providing that it shall be date such share shall rank for

129. The Board may pay such interim dividends as appear in the position of the Company; the dividends payable on any preference shares otherwise on fixed dates, when the Board, justifies that con-

124. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

125. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

126. All acts done by any Board or committee or by any person acting as a Director notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

#### DIVIDENDS.

127. The Company in general meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

128. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid ; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

129. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the position of the Company ; the Board may also pay the fixed dividend payable on any preference shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

130. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

131. No dividend shall bear interest against the Company.

132. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the Register in respect of the shares. Every such cheque or warrant shall, unless the holder otherwise directs, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by such joint holders.

133. Any general meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient, and in particular may fix the value for distribution of any such specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to secure equality of distribution.

#### RESERVES.

134. The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

135. The Board shall transfer to share premium account as required by section 56 of the Act sums equal to the amount of value of any premiums at which shares of the Company may be issued, and

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subject to the provisions of the said section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

#### CAPITALISATION OF PROFITS.

136. The Company in general meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any preference shares of the Company and accordingly that such sum be set free for distribution among the Members or any class of Members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members or partly in one way and partly in the other, and the Board shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

137. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the Members.

#### ACCOUNTS.

138. The Board shall cause true accounts complying with section 147 of the Act to be kept :—

- (A) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place ; and

- (b) Of all sales and purchases of goods by the Company ; and
- (c) Of the assets and liabilities of the Company.

139. The books of account shall be kept at the Office or, subject to section 147 (3) of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

140. The Board shall from time to time, in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

141. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and Auditors' reports shall not less than twenty-one days before the date of the meeting be sent to every Member and to every holder of debentures of the Company and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London, and to any other Stock Exchange upon which any part of the share or loan capital of the Company shall for the time being be dealt in or quoted. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

#### AUDIT.

142. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

#### NOTICES.

143. Any notice or other document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.

144. Any Member described in the Register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may

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be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

145. Any notice or other document, if served by post, shall be deemed to have been served at the time when the same was put into the post office, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, stamped and put into the post office.

146. Any notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service of the notice or document, have been removed from the Register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

#### WINDING-UP.

147. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories divide among the contributories in specie or kind the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

#### INDEMNITY.

148. Every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Managing Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 448 of the Act in which relief is granted to him by the Court.

*J. R. Dixon*  
Chairman.

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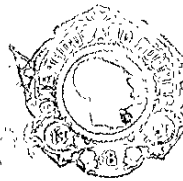
Form No. 26a

/125

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



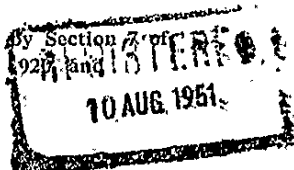
## Statement of Increase of the Nominal Capital

OF

The Cleveland Bridge & Engineering Company, .....

LIMITED

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



*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

SLAUGHTER AND MAY (RC/RR)

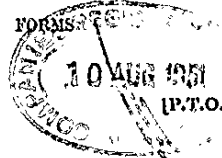
18 Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

Mantery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 17 & 21 North John Street, Liverpool, 2; St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



442



# THE NOMINAL CAPITAL

OF

The Cleveland Bridge & Engineering Company,

*Limited*

*has by a Resolution of the Company dated*

*10th August 1951 been increased by*

*the addition thereto of the sum of £200,000.....,*

*divided into:—*

*200,000 2% Cumulative Preference Shares of £1 each*

*Shares of ..... each*

*beyond the registered Capital of £350,000.....*

*Signature* *m Warr*

*(State whether Director or Secretary)* .....

Dated the *ten* day or August 1951

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

No. of Company

126

## THE COMPANIES ACT, 1948.

**Notice of Increase in Nominal Capital.**  
*Pursuant to Section 63.*

Name  
 of  
 Company

THE CLEVELAND BRIDGE AND ENGINEERING COMPANY



This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
 LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
 85 & 86, LONDON WALL, LONDON, E.C.2;

49 PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM;  
 109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER.

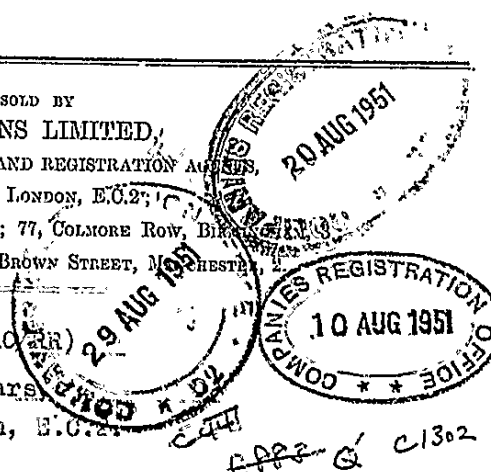
Presented by

SLAUGHTER AND MAY (ROSE)

18 Austin Friars

London, E.C.2.

[C.A. 38.]  
 11/3



TO THE REGISTRAR OF COMPANIES.

The Cleveland Bridge & Engineering Company, \_\_\_\_\_

\_\_\_\_\_ Limited, hereby gives you notice pursuant to  
section 63 of The Companies Act, 1948, that by (a) \_\_\_\_\_ Ordinary \_\_\_\_\_

Resolution of the Company dated the \_\_\_\_\_ Tenth \_\_\_\_\_ day of

\_\_\_\_\_ August \_\_\_\_\_, 19 51, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 200,000 \_\_\_\_\_

beyond the Registered Capital of £ 350,000 \_\_\_\_\_

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
200,000	5½% Cumulative Preference (non-redeemable).	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

See Rider attached

Signature \_\_\_\_\_

(State whether Director or Secretary.)

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 19 51

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

#### RIDER

DIVIDEND. The  $5\frac{1}{2}$  per cent. Cumulative Preference Shares confer the holders thereof the right to receive pari passu with the holders of the 5 per cent. Cumulative Preference Shares a cumulative preferential dividend at the rate of  $5\frac{1}{2}$  per cent per annum on the capital for the time being paid up thereon.

CAPITAL. The 5 per cent. Cumulative Preference Shares and the  $5\frac{1}{2}$  per cent. Cumulative Preference Shares confer on the holders thereof pari passu the right in a winding up or on a reduction of capital to repayment of the capital paid up thereon respectively together with a sum equal to any arrears or deficiency of the said fixed dividends (whether earned or declared or not) calculated down to the date of repayment, and together in the case of the  $5\frac{1}{2}$  per cent. Cumulative Preference Shares with a premium of 1s. per Share in priority to any payment to the holders of any other class of Shares but confer no further right to participate in the profits or assets of the Company.

VOTING. At General Meetings on a show of hands every Member present in person is entitled to one vote and on a poll every Member who is present in person or by proxy is entitled to one vote for every £1 nominal amount of Share Capital of which he is the holder, provided that the holders of the  $5\frac{1}{2}$  per cent. Cumulative Preference Shares have no right as such to receive notice of or attend or vote at any General Meeting unless (a) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 30th June and 31st December in every year), or (b) the business of the meeting includes the consideration of a resolution for winding up or reducing the capital of the Company or any resolution directly or adversely affecting any special rights and privileges attached to such shares.

The special rights attaching to the  $5\frac{1}{2}$  per cent. Cumulative Preference Shares shall be deemed to be altered by the creation or issue of further shares ranking whether as to dividend or capital pari passu with such shares.

DOCUMENT

NOT FIT FOR FILMING

Company No. .... 39338 .....

Name on Document .....

THE CLEVELAND BRIDGE & ENGINEERING CO. Limited

Type of Document .... F-45 .....

Serial Filing Number .... 155 .....

Date(s) .... 14 9 65 .....

Signature Date  
or  
Made Up Date  
or  
Covering Dates

28

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NFI Authority

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176  
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED

16 SEP 1965

## Extraordinary Resolution

of the Holders of Ordinary Shares in the Capital

OF

## THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED

(Passed 14th September, 1965.)

At a SEPARATE GENERAL MEETING of the holders of Ordinary Shares of £1 each in the capital of the above Company duly convened and held at the Registered Office of the Company, Bank Top, Darlington, Co. Durham, on the 14th day of September, 1965, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION:—

### RESOLUTION

That this Separate General Meeting of the holders of Ordinary Shares of £1 each in the capital of The Cleveland Bridge & Engineering Company, Limited hereby sanctions the passing by the said Company in General Meeting of a Special Resolution for the capitalisation of £8,334 forming part of the said Company's Share Premium Account by means of the issue of 8,334 fully paid Ordinary Shares of £1 each in the capital of the Company rateably to the holders of 5½ per cent. Cumulative Preference Shares in the said capital in the terms of Resolution No. 2 set forth in the Notice convening an Extraordinary General Meeting of such Company to be held on this day, a copy of which Notice has been submitted to this Meeting and subscribed for identification by the Chairman thereof.

B., M. & CO., LTD. S90360/W  
SLAUGHTER & MAY,  
18 AUSTIN FRIARS,  
LONDON E.C.2.

J. R. Pim  
Chairman

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

**Extraordinary Resolution**  
of the Holders of  $5\frac{1}{2}$  per cent. Cumulative Preference Shares in the  
Capital

OF

**THE CLEVELAND BRIDGE &  
ENGINEERING COMPANY, LIMITED**

REGISTERED

16 SEP 1965

(Passed 14th September, 1965.)

At a SEPARATE GENERAL MEETING of the holders of  $5\frac{1}{2}$  per cent. Cumulative Preference Shares of £1 each in the capital of the above Company duly convened and held at the Registered Office of the Company, Bank Top, Darlington, Co. Durham, on the 14th day of September, 1965, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION:—

RESOLUTION

That this Separate General Meeting of the holders of  $5\frac{1}{2}$  per cent. Cumulative Preference Shares of £1 each in the capital of The Cleveland Bridge & Engineering Company, Limited hereby sanctions the passing by the said Company in General Meeting of a Special Resolution for the alteration of the Articles of Association of the said Company in the terms of Resolution No. 3 set forth in the Notice convening an Extraordinary General Meeting of such Company to be held immediately following this Meeting, a copy of which Notice has been submitted to this Meeting and subscribed for identification by the Chairman thereof.

B., M. & CO., LTD. S90359/w

SLAUGHTER & MAY,  
10 AUSTIN TERRACE,  
LONDON, E.C.2

4

R. Dixon  
Chairman



1159  
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Ordinary and Special Resolutions

OF

### THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED

(Passed 14th September, 1965.)

REGISTERED

16 SEP 1965

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company, Bank Top, Darlington, Co. Durham, on the 14th day of September, 1965, the following Resolution Numbered 1 was duly passed as an Ordinary Resolution and Resolutions Numbered 2 and 3 were duly passed as Special Resolutions:—

#### RESOLUTIONS

1. THAT the capital of the Company be increased to £650,000 by the creation of 100,000 additional Ordinary Shares of £1 each ranking for dividend according to the terms of issue thereof and in all other respects *pari passu* with the existing Ordinary Shares in the capital of the Company.

2. THAT, conditionally upon the passing of Resolution numbered 3 in this Notice of Meeting, it is desirable to capitalise the sum of £8,334 forming part of the Company's Share Premium Account and accordingly (to the intent that this Resolution shall so far as necessary operate by way of alteration of Article 136 of the Company's Articles of Association) such sum be set free for distribution among the persons registered at the close of business on the 14th day of September, 1965 as holders of 5½ per cent. Cumulative Preference Shares in the capital of the Company in proportion to the number of such Preference Shares held by them respectively on the footing that the same be not paid in cash but be applied in payment up in full of 8,334 unissued Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up among the persons and in the proportion aforesaid and so that the said Ordinary Shares shall rank for all dividends hereafter declared and paid on the Ordinary capital of the Company. Provided that any of the said Ordinary Shares which would otherwise fall to be distributed in fractions shall be allotted in the name of a trustee upon trust to sell the same and to distribute the net proceeds of sale among the persons entitled in proportion to their respective interests.

3. THAT the Articles of Association of the Company be altered by deleting Article 97 and substituting therefor the following new Article namely:—

"97. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party. The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries with a view to securing that the aggregate amount for the time being remaining outstanding of moneys borrowed or secured by the Company and of moneys borrowed or secured by any subsidiary of the Company (exclusive of moneys outstanding in respect of borrowings by the Company from any such subsidiary or by any such subsidiary from another such subsidiary or from the Company) shall not at any time without (A) the previous sanction of an Ordinary Resolution of the Company and (B) the consent or sanction of the holders for the time being of the 5½ per cent. Cumulative Preference Shares given in the manner provided by Article 11 hereof exceed an amount equal to one and one quarter times the aggregate of

(i) the nominal amount of the issued and paid up share capital for the time being of the Company and

SLAUGHTER & MAY,  
18, AUSTIN FRIARS,  
LONDON, E.C.2.



Number of  
Company

2228

160

Form No. 10

## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

16 SEP 1965

Insert the  
Name  
of the  
Company

THE CLEVELAND BRIDGE & ENGINEERING

COMPANY,

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 Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Slaughter and May (RC/PMJ),

18, Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited  
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, E.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

THE CLEVELAND BRIDAL & FASHIONING COMPANY,

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an <sup>“Ordinary”,</sup> <sup>“Extra-ordinary”, or</sup> <sup>“Special”</sup> Ordinary Resolution of the Company dated the 14th day of September 1965 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100,000 beyond the Registered Capital of £ 550,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
100,000	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 new Ordinary Shares rank for dividend according to the terms of issue thereof and in all other respects rank pari passu with the existing Ordinary 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 } Director  
or Secretary }

Dated the 14th day of September 1965

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

Number of  
company

2299/101

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39)



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

THE CLEVELAND BRIDGE & ENGINEERING COMPANY,

REGISTERED

16 SEP 1965

LIMITED

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

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Slaughter and May (RC/PMJ),

18, Austin Friars,

London, E.C.2.



The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street\*, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

THE CLEVELAND BRIDGE & ENGINEERING COMPANY, Limited

has by a Resolution of the Company dated  
14th September 1965 been increased by  
the addition thereto of the sum of £ 100,000,  
divided into:—

100,000 Ordinary Shares of £1 each

Shares of each

beyond the registered Capital of £550,000

Signature

*H. Kent*

(State whether Director or Secretary) Director

Dated the 14th day of September 1965

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

39338/171  
RESOLUTION OF THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

(Passed 16th April, 1968)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Egginton House, Buckingham Gate, London, S.W.1. on 16th April, 1968, the following Resolution was duly passed:-

SPECIAL  
RESOLUTION

THAT the Articles of Association of the Company be altered in the manner following. That is to say

- (a) By deleting the existing Article 1 and substituting therefore

"1. The regulations in Part 1 of Table A to the Companies Act 1948 shall not apply but regulation 2 of Part 2 of Table A shall apply. That is to say

- (a) The right to transfer shares is restricted in manner hereinafter prescribed;

- (b) The number of members of the company (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) is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member;

- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;

- (d) The company shall not have power to issue share warrants to bearer.

- (b) In Article 29 by deleting the words "both" and "and the transferee" in the second line thereof.

- (c) By deleting the existing Article 30 and substituting therefore

"The Board may in its absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share."

(d) By deleting Article 59 and substituting therefore

"No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum."

(e) In Article 64 by substituting for the word "three" in the fourth line the word "two".

(f) By inserting immediately after the existing Article 81 a new Article to be numbered 81A as follows:

"81A. 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."

(g) By deleting Article 86 and substituting therefore

"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. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company."

(h) By deleting Article 90 and substituting, therefore,

"The shareholding qualifications for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required."

(i) In Article 91 by inserting a further sub-clause to be lettered (F) as follows:

"(F) If he is removed under the provisions of Article 117A.

- (j) By inserting immediately after the existing Article 117 a new Article to be numbered 117A as follows;

"117A. A member holding not less than 75% of the issued capital of the Company conferring the right to attend and vote at General Meetings of the Company, may at any time by notice in writing to the Company remove any director or appoint a new director, subject to the maximum number fixed by the Articles of Association, and such removal or appointment shall take effect upon receipt of such notice by the Company. Such notice in writing by a Company, being a member and holding not less than 75% of the capital of the Company, shall be deemed to be valid if it purports to be signed by an officer of that company. A copy of any notice so served shall be sent by the Company forthwith on receipt to the director named therein and shall be accompanied by written confirmation that the member holds not less than 75% of the issued capital of the Company aforesaid."

- (k) In Article 141. by deleting the words from "and three copies" in line 6 to "or quoted" in line 12 inclusive.

C. F. GRUNDY

Chairman

I hereby certify that the foregoing resolution was passed by a majority in number of members holding together more than 95% of the nominal value of shares of The Cleveland Bridge and Engineering Company Limited entitled to attend and vote at the Extraordinary General Meeting held on 16th April, 1968.

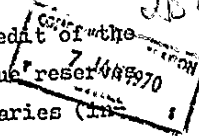
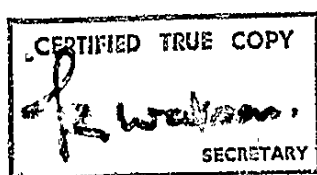
  
Secretary.

THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

RESOLUTIONS

1. AS A SPECIAL RESOLUTION IT WAS RESOLVED THAT the Articles of Association of the Company be altered in the manner following:-

- 39338/178  
PB
- (a) The existing Article 7 be deleted and the following substituted therefor  
" 7 The share capital of the Company at the date of adoption of these presents is £650,000 divided into Ordinary Shares of £1 each."
  - (b) The existing Article 8A be deleted.
  - (c) The existing Article 8B be deleted.
  - (d) The existing Article 8C be deleted.
  - (e) The existing Article 11B be deleted.
  - (f) In the existing Article 70 all words after "of which he is the holder" in line 7 be deleted.
  - (g) The existing Article 97 be deleted and the following substituted therefor  
" 97 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party. The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries with a view to securing that the aggregate amount for the time being remaining outstanding of moneys borrowed or secured by the Company and of moneys borrowed or secured by any subsidiary of the Company (exclusive of moneys outstanding in respect of borrowings by the Company from any such subsidiary or by any such subsidiary from another such subsidiary or from the Company) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed an amount equal to two and a half times the aggregate of  
(i) The nominal amount of the issued and paid up share capital for the time being of the Company and  
(ii) The amounts standing to the credit of the consolidated capital and revenue reserve of the Company and its subsidiaries (including any share premium account, capital redemption reserve fund and profit and loss
- by  
s)





2  
account) all as ascertained from a consolidation of the latest audited Balance Sheets of the Company and its subsidiaries but (a) adjusted as may be necessary in respect of any variation in the paid-up share capital, share premium account or capital redemption reserve fund of the Company since the date of its latest audited Balance Sheet (b) after deducting an amount equivalent to the aggregate of goodwill and other intangible assets and any debit balance on profit and loss account and (c) excluding any sum or sums set aside for future taxation, but nevertheless no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by or pursuant to the foregoing provisions of this Article is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that such limit had been or was thereby exceeded."

2. IT WAS RESOLVED THAT the 50,000 5% Cumulative Preference Shares and the 200,000 5½% Cumulative Preference Shares in the Company be and are hereby converted into Ordinary Shares of £1 each in the Company ranking pari passu with the existing Ordinary Shares on a one for one basis.

WE being all the shareholders in the Company do hereby agree to the foregoing resolutions.

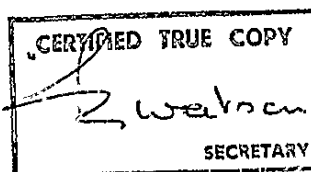
Authorised representative of:  
The Cementation Company Limited

Authorised representative of:  
The Cementation Company (Subsidiaries)  
Limited.

Date: 1st December, 1969

Date:

The above signatures were attached to the foregoing resolutions in accordance with the provisions provided under Article 81A of the Articles of Association of The Cleveland Bridge & Engineering Company Limited.



349335 1/179.

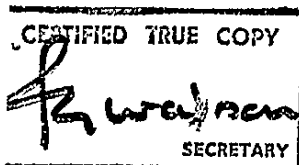
THE CEMENTATION COMPANY LIMITED

WE the undersigned being the holders of all the  $5\frac{1}{2}\%$  Cumulative Preference Shares of £1 each and all the 5% Cumulative Preference Shares of £1 each in The Cleveland Bridge & Engineering Company Limited in accordance with Article 11(A) of the Articles of Association of the Company do hereby agree to the conversion of all the said  $5\frac{1}{2}\%$  Cumulative Preference Shares of £1 each and all the said 5% Cumulative Preference Shares of £1 each now registered in our name into Ordinary Shares of £1 each in the Company ranking pari passu with the existing Ordinary Shares in the Company on a one for one basis and do hereby in consideration thereof relinquish all rights and privileges attached to the said Cumulative Preference Shares.

The Cementation Company Limited.

Date:

1st December, 1969



*[Signature]*  
J.B.

39558C

The Companies' Acts 1948 & 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

THE CLEVELAND BRIDGE AND ENGINEERING COMPANY, LIMITED

Passed 5th June, 1972

An Extraordinary General Meeting of The Cleveland Bridge and Engineering Company, Limited, duly convened and held at 19 St. James's Square, London, W.1 on Monday 5th June, 1972, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company, viz:-

RESOLUTIONS

1. THAT Article 97 of the Company's Articles of Association (as altered by special resolution dated 14th September, 1965) be amended by the deletion of all those words after the word "party" on line 4.

2. THAT the Company's Articles of Association be altered by the deletion of Article 82 and the substituting therefor of the following new Article:-

82. The number of Directors shall not be less than two.



C. A. Gillott  
Chairman



1973

The Companies Acts 1948 & 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THE CLEVELAND BRIDGE & ENGINEERING COMPANY,  
LIMITED

Passed 5th June, 1972

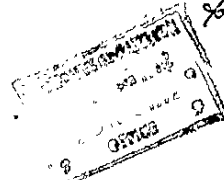
At an Extraordinary General Meeting of The Cleveland Bridge & Engineering Company, Limited, duly convened and held at 19 St. James's Square, London S.W.1. on Monday, 5th June, 1972 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company viz:-

RESOLUTIONS

1. THAT Article 97 of the Company's Articles of Association (as altered by special resolutions dated 14th September, 1965 and 1st December, 1969) be amended by the deletion of all those words after the word "party" on line 7.
2. THAT The Company's Articles of Association be altered by the deletion of Article 82 and the substituting therefor of the following new Article.  
82. The number of Directors shall not be less than two.



C. A. Gillott  
Chairman



Company No. 39358C

203  
The Companies Acts, 1948 and 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

Passed on 12th September, 1975

At an Extra-ordinary General Meeting of the Company, duly convened, and held at 681 Mitcham Road, Croydon, CR9 3AP on 12th September, 1975 the following resolutions were passed as Special Resolutions:-

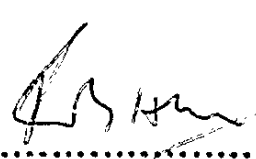
MEMORANDUM OF ASSOCIATION

It was resolved that the Memorandum of Association of the Company be amended

- (i) by the lettering of the first sub-clause to clause 3, as sub-clause (a) and consequent re-lettering of subsequent sub-clauses
- (ii) by the deletion of the existing sub-clause (d) to clause 3, and the substitution therefor of a new sub-clause, to be re-lettered as sub-clause (f) as set out in Appendix A hereto attached
- (iii) by the deletion of the existing sub-clause (e) to clause 3, and the consequent re-lettering of subsequent sub-clauses
- (iv) by the deletion of the existing sub-clause (o) to clause 3, and the substitution therefor of a new sub-clause to be re-lettered as sub-clause (p) as set out in Appendix B hereto attached
- (v) by the introduction of a new sub-clause as sub-clause (v) to clause 3, as set out in Appendix C hereto attached
- (vi) by the introduction of a new paragraph as the final paragraph to clause 3, as set out in Appendix D attached hereto

ARTICLES OF ASSOCIATION

It was resolved that the regulations contained in the printed document submitted to this meeting and, for the purpose of identification signed by the Chairman hereof be approved, and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of all the existing Articles thereof.

  
.....  
Chairman



APPENDIX "A"

(f) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, and to give or to agree to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability of any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

APPENDIX "B"

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

APPENDIX "C"

(v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors or otherwise.



APPENDIX "D"

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

**Memorandum of Association**  
OF  
**THE CLEVELAND BRIDGE  
& ENGINEERING COMPANY**  
LIMITED.

---

1. The name of the Company is "THE CLEVELAND BRIDGE & ENGINEERING COMPANY, LIMITED".

2. The Registered Office of the Company will be situated in England.

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

(a) To enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon, an Agreement, dated the Tenth day of July, 1893, and made between Charles Frederick Dixon (hereinafter called "the Vendor,") of the one part, and Joshua Wortley, of No. 5, Kingfield Road, Sharrow, in the City of Sheffield, Chartered Accountant, on behalf of this Company, of the other part.

(b) To carry on the business of engineers and contractors for the design, manufacture, construction, erection and demolition of steel, iron and other bridges of all kinds and of steel and iron manufacturers and to carry on any other trade or business in any way connected therewith and also to carry on the business of merchants.

(c) To carry on business as civil engineering contractors, builders, structural engineers and contractors and to design, construct, manufacture, execute, equip, maintain, develop, administer, manage and control public works of all kinds, including docks, harbours, aerodromes, railways, roads, water works, irrigations, reclamations, embankments, tunnels, pipe lines, sewage, drainage

and gas works and electric power undertakings and to take part in the construction, manufacture, equipment, development and management of public works of all kinds.

(d) To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and real and personal property of any kind necessary or convenient for the Company's business, whether in the United Kingdom or elsewhere.

(e) To erect, construct, lay down, enlarge, alter, and maintain any buildings, machinery, railways, tramways, roads, sewers, and works necessary or convenient for the Company's business.

(f) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, and to give or to agree to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability of any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (g) To mortgage and charge any securities which the Company has power to issue with payment of any sum borrowed or raised or owing by the Company, whether more or less than the nominal amount of the mortgaged securities.
- (h) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- (i) To issue any shares or securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed or is bound to indemnify.
- (j) To pay brokerage, commissions, and other remuneration to persons who procure or guarantee subscriptions for or place or assist in placing any of the share and debenture capital of the Company, and generally to make arrangements for placing and procuring the subscription of such capital.
- (k) To make donations and subscriptions to any object likely to promote the interests of the Company.
- (l) To grant bonuses, gratuities, and pensions to persons employed by the Company, and to endow, support, and subscribe to any educational, social, or charitable institution or society calculated to be beneficial to such persons.
- (m) To purchase or otherwise acquire and undertake all or any part of the business, property, and transactions of any person or Company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
- (n) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the board may determine.
- (o) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any Company or Corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures, or debenture stock of any Company or Corporation, or partly in one mode and partly in the other or others, and generally on such terms as the board may determine.

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

(q) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of, or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock, or securities of, and guarantee the payment of, any securities issued by or any other obligation of any such Company.

(r) To sell, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements, and other rights of and over, and in any other manner deal with or dispose of the undertaking, and all or any of the property for the time being of the Company.

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

(t) To distribute among the members, in specie, any property of the Company, or any proceeds of sale, or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(u) To do all such other things as are incidental or conducive to the above objects or any of them.

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

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

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The Liability of the members is limited.

5. The Capital of the Company is £650,000 divided into 650,000 Shares of £1 each. Any of the said shares for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued (other than any other shares issued with a preference), or at such a premium or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine. \*

(\*The share capital of the Company was increased from £550,000 by the creation of 100,000 additional ordinary shares of £1 each, by resolution of the Company passed on 14th September, 1965.)

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
CHARLES FREDERICK DIXON, Abbeville, Darlington.  Engineer.	ONE
AMY DIXON, Abbeville, Darlington.  Wife of C. F. Dixon.	ONE
HENRY ISAAC DIXON, Stumperlowe Hall, Sheffield.  Merchant.	ONE
JAMES DIXON, Tylecote, Ranmoor, Sheffield.  Merchant.	ONE
ANN BECKETT, 4 Palace Road, Surbiton.  Widow.	ONE
EDWARD WESTLEY JACOB, 3 Woodside Terrace, Darlington.  Engineer.	ONE
ROSALIE ANNE NORTON, Nortonthorpe Hall, Huddersfield.  Spinster.	ONE

DATED the 25th day of July, 1893.

Signed by the above-named Charles Frederick Dixon and  
Amy Dixon in the presence of

HARRY SHIRES,  
25 Victoria Road, Darlington.

Draughtsman.

Signed by the above-named Ann Beckett in the presence of

M. A. BECKETT,  
4 Palace Road, Surbiton.

Spinster.

Signed by the above-named Edward Westley Jacob in the  
presence of

HARRY SHIRES,  
25 Victoria Road, Darlington.

Draughtsman.

Signed by the above-named Rosalie Anne Norton in the presence  
of

BENJAMIN NORTON,  
Nortonthorpe Hall, Huddersfield.

Fancy Cloth Manufacturer.

Signed by the above-named Henry Isaac Dixon in the presence  
of

EDWARD ALBERT MARPLES,  
Ranmoor Park Road, Sheffield.

Merchant and Manufacturer.

Signed by the above-named James Dixon in the presence of

EDWARD ALBERT MARPLES,  
Ranmoor Park Road, Sheffield,

Merchant and Manufacturer.



*The Companies Acts 1948 and 1967.*

COMPANY LIMITED BY SHARES

## Articles of Association

OF

# THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED.

### PRELIMINARY

1. The company is a private company and, subject as hereinafter provided, the regulations contained in Part I and regulations 2 to 5 inclusive contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the company.

2. Regulations 3, 24, 53, 69, 74, 75, 77, 84, 87 to 93 inclusive, 106 and 107 of Table A, Part I, shall not apply to the company.

### SHARES

3. The shares shall be at the disposal of the directors and (save as otherwise directed by the company in general meeting) they may allot or otherwise dispose of or grant options over them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of a transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

#### VOTES OF MEMBERS

7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

8. Any one of the directors or the secretary for the time being of any corporation which is a member of the company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the articles of association of that corporation) act as its representative at any meeting of the company or any class of members of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Any one of the directors or the secretary for the time being of the company or any other person appointed by resolution of the directors or other governing body of the company may act as its representative at any meeting of any corporation of which the company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the company as the company could exercise if it were an individual member of that corporation.

## DIRECTORS

9. Unless and until otherwise determined by the company in general meeting, the number of the directors shall not be less than three. The first directors of the company shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

10. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

11. No shareholding qualification shall be required by directors.

12. A director of the company may be or become a director or other officer of, or otherwise interested in, the holding company of the company or any other company promoted by the holding company or in which the holding company may be interested and regulation 78 of Table A, Part I, shall be extended accordingly.

13. The proviso to regulation 79 of Table A, Part I, shall be omitted.

14. Save as by the next following article otherwise provided, a director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this article shall not apply to any of the following matters, namely -

(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the company; or

(b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by him to subscribe for or underwrite shares or debentures of the company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company; or

(e) any such scheme or fund as is referred to in article 22 which relates both to directors and to employees or a class of employees and does not accord to any director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates.

The provisions of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this article may be ratified by ordinary resolution of the company.

15. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the company or whereat the directors resolve to exercise any of the rights of the company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

16. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" in regulation 86 of Table A, Part I, shall be omitted.

17. The office of a director shall be vacated -

- (a) if by notice in writing to the company he resigns the office of director; or
- (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors; or
- (c) if he is prohibited from being a director by any order made under any of the provisions of section 188 of the Act; or
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office as hereinafter provided.

18. All the words in regulation 94 of Table A, Part I, after the words "number of directors" shall be omitted.

All the words in regulation 95 of Table A, Part I, after the words "eligible for re-election" shall be omitted.

In regulation 96 of Table A, Part I, the words "before the expiration of his period of office" shall be omitted.

All the words in regulation 97 of Table A, Part I, after the words "or as an additional director" shall be omitted.

19. In addition and without prejudice to the provisions of regulations 96 and 97 of Table A, Part I, the company may by extraordinary resolution remove any director and may by ordinary resolution appoint another director in his stead.

20. A member holding not less than 51% of the issued capital of the company conferring the right to attend and vote at general meetings of the company may at any time by notice in writing to the company remove any director or appoint a new director and such removal or appointment shall take effect upon receipt of such notice by the company. Such a notice in writing by a company, being a member and holding not less than 51% of the capital of the company, shall be deemed to be valid if it purports to be signed by an officer of that company.

21. A resolution in writing signed by all the directors or by all the directors for the time being entitled to receive notice of a meeting of the directors or committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or committee of directors (as the case may be) duly convened and held.

22. The directors may establish and maintain or join with the holding company and associated companies of the company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pensions, allowances, gratuities, emoluments and bonuses to directors, ex-directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the company, the holding company or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the statutes

in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the company, and to the proposal being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.

23. The directors may from time to time appoint any person or persons to be a technical director or technical directors of the company, and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such technical director, provided always that technical directors shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the directors at which they may be present and, except with and to the extent of the sanction of the directors, shall not -

- (i) have any right of access to the books of the company; or
- (ii) be entitled to receive notice of or to attend meetings of the directors; or
- (iii) be entitled to participate in any respect in the exercise of the collective powers or duties of the directors, or to exercise any of the individual powers or duties of a director under these articles (including this article) provided that no act shall be done by the directors which would impose any personal liability on any technical director, whether under the statutes or otherwise, except with his knowledge.

#### MANAGING DIRECTOR

24. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any such managing director shall be automatically determined if he cease from any cause to be a director.

#### SECRETARY AND ASSISTANT SECRETARY

25. In regulation 110 of Table A, Part I, there shall be added the words "An assistant secretary may also be appointed by the directors (subject to regulations 111 and 112) to act with the full powers of the secretary if the office of secretary is vacant or if for any other reason the secretary is absent or otherwise incapable of acting. Such appointment shall be for such term, at such remuneration and upon such conditions as the directors may think fit and any assistant secretary so appointed may be removed by the directors".

NOTICES

26. All the words in regulation 131 of Table A, Part I, after the words "for the giving of notice to him" shall be omitted therefrom and there shall be substituted therefor the following: "Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted".

No. of Company ..... 39,338 / 219 .....

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... THE CLEVELAND BRIDGE & ENGINEERING COMPANY ..... Limited\*

hereby gives you notice that by ordinary/~~extraordinary/special~~ resolution of the company dated the  
30th January 1980, the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 5,350,000 beyond the registered capital of £ 650,000  
The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
5,350,000	Unclassified	One pound

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

The new shares created will be issued in accordance with the provision of clause 5 of the Company's Memorandum of Association.

Signed ..... N J W .....

State whether  
Director or Secretary ..... Secretary .....

Date ..... 31st January 1980 .....

\* Delete "Limited" if not applicable  
\*\* Delete as necessary

(see notes overleaf)

Presented by: A.D. Flook,  
255 King Street,  
Hammersmith,  
London W6 9LU

Presentor's reference: ADF/CBE



Form No. 10



The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

# Memorandum

(AS AMENDED)

AND

# Articles of Association

OF

## THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

as adopted by Special Resolution dated 12th September 1975.

Incorporated the 27th day of July 1893.

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

# Memorandum

(AS AMENDED)

AND

# Articles of Association

OF

## THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

as adopted by Special Resolution dated 12th September 1975.

Incorporated the 27th day of July 1893.



# Memorandum of Association

OF

## THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

1. The name of the Company is "THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED".

2. The Registered Office of the Company will be situated in England.

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

(a) To enter into and carry into effect with such (if any) modifications or alterations as may be agreed upon, an Agreement, dated the Tenth day of July, 1893, and made between Charles Frederick Dixon (thereinafter called "the Vendor,") of the one part, and Joshua Wortley, of No. 5 Kingfield Road, Sharrow, in the City of Sheffield, Chartered Accountant, on behalf of this Company, of the other part.

(b) To carry on the business of engineers and contractors for the design, manufacture, construction, erection and demolition of steel, iron and other bridges of all kinds and of steel and iron manufacturers and to carry on any other trade or business in any way connected therewith and also to carry on the business of merchants.

(c) To carry on business as civil engineering contractors, builders, structural engineers and contractors and to design, construct, manufacture, execute, equip, maintain, develop, administer, manage and control public works of all kinds, including docks, harbours, aerodromes, railways, roads, water works, irrigations, reclamations, embankments, tunnels, pipe lines, sewage, drainage

and gas works and electric power undertakings and to take part in the construction, manufacture, equipment, development and management of public works of all kinds.

(d) To purchase, take on lease or in exchange, hire or otherwise acquire for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and real and personal property of any kind necessary or convenient for the Company's business, whether in the United Kingdom or elsewhere.

(e) To erect, construct, lay down, enlarge, alter, and maintain any buildings, machinery, railways, tramways, roads, sewers, and works necessary or convenient for the Company's business.

(f) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, and to give or to agree to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability of any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(g) To mortgage and charge any securities which the Company has power to issue with payment of any sum borrowed or raised or owing by the Company, whether more or less than the nominal amount of the mortgaged securities.

(h) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.

(i) To issue any shares or securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed or is bound to indemnify.

(j) To pay brokerage, commissions, and other remuneration to persons who procure or guarantee subscriptions for or place or assist in placing any of the share and debenture capital of the Company, and generally to make arrangements for placing and procuring the subscription of such capital.

(k) To make donations and subscriptions to any object likely to promote the interests of the Company.

(l) To grant bonuses, gratuities, and pensions to persons employed by the Company, and to endow, support, and subscribe to any educational, social, or charitable institution or society calculated to be beneficial to such persons.

(m) To purchase or otherwise acquire and undertake all or any part of the business, property, and transactions of any person or Company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.

(n) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the board may determine..

(o) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares of any Company or Corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures or mortgage debentures, or debenture stock of any Company or Corporation, or partly in one mode and partly in the other or others, and generally on such terms as the board may determine.

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

(q) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of, or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock, or securities of, and guarantee the payment of, any securities issued by or any other obligation of any such Company.

(r) To sell, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements, and other rights of and over, and in any other manner deal with or dispose of the undertaking, and all or any of the property for the time being of the Company.

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

(t) To distribute among the members, in specie, any property of the Company, or any proceeds of sale, or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(u) To do all such other things as are incidental or conducive to the above objects or any of them.

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

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

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The Capital of the Company is £6,000,000 divided into 6,000,000 Shares of £1 each. Any of the said shares for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued (other than any other shares issued with a preference), or at such a premium or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine.\*

(\*The share capital of the Company was increased from £650,000 by the creation of 5,350,000 additional shares of £1 each, by resolution of the Company passed on 30th January 1980.)

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
CHARLES FREDERICK DIXON, Abbeville, Darlington. Engineer	ONE
AMY DIXON, Abbeville, Darlington. Wife of C.F. Dixon	ONE
HENRY ISAAC DIXON, Stumperlowe Hall, Sheffield. Merchant	ONE
JAMES DIXON, Tylecote, Ranmoor, Sheffield. Merchant	ONE
ANN BECKETT, 4 Palace Road, Surbiton. Widow	ONE
EDWARD WESTLEY JACOB, 3 Woodside Terrace, Darlington. Engineer	ONE
ROSALIE ANNE NORTON, Nortonthorpe Hall, Huddersfield. Spinster	ONE

DATED the 25th day of July, 1893.



The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE CLEVELAND BRIDGE  
& ENGINEERING COMPANY  
LIMITED

PRELIMINARY

1. The company is a private company and, subject as hereinafter provided, the regulations contained in Part I and regulations 2 to 5 inclusive contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the company.

2. Regulations 3, 24, 53, 69, 74, 75, 77, 84, 87 to 93 inclusive, 106 and 107 of Table A, Part I, shall not apply to the company.

SHARES

3. The shares shall be at the disposal of the directors and (save as otherwise directed by the company in general meeting) they may allot or otherwise dispose of or grant options over them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount except as provided by section 57 of the Act.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

#### TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of a transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

#### VOTES OF MEMBERS

7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

8. Any one of the directors or the secretary for the time being of any corporation which is a member of the company, or any other person appointed by resolution of the directors or other governing body of such corporation, may (subject to the articles of association of that corporation) act as its representative at any meeting of the company or any class of members of the company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Any one of the directors or the secretary for the time being of the company or any other person appointed by resolution of the directors or other governing body of the company may act as its representative at any meeting of any corporation of which the company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the company as the company could exercise if it were an individual member of that corporation.

## DIRECTORS

9. Unless and until otherwise determined by the company in general meeting, the number of the directors shall not be less than three. The first directors of the company shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

10. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of 70 years or any other age.

11. No shareholding qualification shall be required by directors.

12. A director of the company may be or become a director or other officer of, or otherwise interested in, the holding company of the company or any other company promoted by the holding company or in which the holding company may be interested and regulation 78 of Table A, Part I, shall be extended accordingly.

13. The proviso to regulation 79 of Table A, Part I, shall be omitted.

14. Save as by the next following article otherwise provided, a director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this article shall not apply to any of the following matters, namely -

(a) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the company; or

(b) any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by him to subscribe for or underwrite shares or debentures of the company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company; or

(e) any such scheme or fund as is referred to in article 22 which relates both to directors and to employees or a class of employees and does not accord to any director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates.

The provisions of this article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this article may be ratified by ordinary resolution of the company.

15. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the company or whereat the directors resolve to exercise any of the rights of the company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

16. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" in regulation 36 of Table A, Part I, shall be omitted.

17. The office of a director shall be vacated -

- (a) if by notice in writing to the company he resigns the office of director; or
- (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors; or
- (c) if he is prohibited from being a director by any order made under any of the provisions of section 188 of the Act; or
- (d) if he becomes of unsound mind; or
- (e) if he is removed from office as hereinafter provided.

18. All the words in regulation 94 of Table A, Part I, after the words "number of directors" shall be omitted.

All the words in regulation 95 of Table A, Part I, after the words "eligible for re-election" shall be omitted.

In regulation 96 of Table A, Part I, the words "before the expiration of his period of office" shall be omitted.

All the words in regulation 97 of Table A, Part I, after the words "or as an additional director" shall be omitted.

19. In addition and without prejudice to the provisions of regulations 96 and 97 of Table A, Part I, the company may by extraordinary resolution remove any director and may by ordinary resolution appoint another director in his stead.

20. A member holding not less than 51% of the issued capital of the company conferring the right to attend and vote at general meetings of the company may at any time by notice in writing to the company remove any director or appoint a new director and such removal or appointment shall take effect upon receipt of such notice by the company. Such a notice in writing by a company, being a member and holding not less than 51% of the capital of the company, shall be deemed to be valid if it purports to be signed by an officer of that company.

21. A resolution in writing signed by all the directors or by all the directors for the time being entitled to receive notice of a meeting of the directors or committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or committee of directors (as the case may be) duly convened and held.

22. The directors may establish and maintain or join with the holding company and associated companies of the company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pensions, allowances, gratuities, emoluments and bonuses to directors, ex-directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the company, the holding company or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, and the wives, widows, families and dependents of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the statutes

in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the company, and to the proposal being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.

23. The directors may from time to time appoint any person or persons to be a technical director or technical directors of the company, and may from time to time define, limit and restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such technical director, provided always that technical directors shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the directors at which they may be present and, except with and to the extent of the sanction of the directors, shall not -

- (i) right of access to the books of company; or
- (ii) be entitled to receive notice of or to attend meetings of the directors; or
- (iii) be entitled to participate in any respect in the exercise of the collective powers or duties of the directors, or to exercise any of the individual powers or duties of a director under these articles (including this article) provided that no act shall be done by the directors which would impose any personal liability on any technical director, whether under the statutes or otherwise, except with his knowledge.

#### MANAGING DIRECTOR

24. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any such managing director shall be automatically determined if he cease from any cause to be a director.

#### SECRETARY AND ASSISTANT SECRETARY

25. In regulation 110 of Table A, Part 1, there shall be added the words "An assistant secretary may also be appointed by the directors (subject to regulations 111 and 112) to act with the full powers of the secretary if the office of secretary is vacant or if for any other reason the secretary is absent or otherwise incapable of acting. Such appointment shall be for such term, at such remuneration and upon such conditions as the directors may think fit and any assistant secretary so appointed may be removed by the directors".

NOTICES

26. All the words in regulation 131 of Table A, Part I, after the words "for the giving of notice to him" shall be omitted therefrom and there shall be substituted therefor the following: "Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted".

COMPANY NO 39338

226

30/10

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution  
of  
The Cleveland Bridge & Engineering Company Limited  
Passed on 30th January 1980

At an Extraordinary General Meeting of the Members of the Company, duly convened and held at the Company's offices, Smithfield Road, Darlington, County Durham on Wednesday, 30th January 1980 the following resolution was passed as an ordinary resolution.

Authorised Share Capital

It was resolved that the authorised share capital of the Company be increased by £5,350,000 from £650,000 to £6,000,000 by the creation of an additional 5,350,000 shares of £1 each.

.....  
Chairman of the Meeting

70





**G****THE COMPANIES ACTS 1948 TO 1976****Notice of place where register of members is kept or of any change in that place****103**Pursuant to section 110(3) of the Companies Act 1948  
as amended by the Companies Act 1976Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[2][5][1]

39338

Name of company

THE CLEVELAND BRIDGE AND ENGINEERING COMPANY

Limited\*

\*delete if  
inappropriatehereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the  
register of members is now kept at:

DORMBRIDGE HOUSE

16 ST.CUTHBERT'S STREET

BEDFORD

MK40 3XE

in lieu of\*

P. O. Box 27,

Yarm Road,

Darlington,

DL1 4DE.

where it was previously kept

†delete as  
appropriate

Signed

[Director] [Secretary]† Date 10.5.83

Presentor's name, address and  
reference (if any):J. E. Egginton,  
Cleveland Redpath Eng.  
Holdings Limited,  
16 St. Cuthbert's Street,  
Bedford, MK40 3XE.

JEE/MC

For official use

General section

Post room



MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF  
THE CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

HELD AT 1 BERKELEY STREET, LONDON W1

ON 29 JULY 1987

PRESENT : S.R. FUDGE (CHAIRMAN OF THE MEETING & REPRESENTATIVE  
APPOINTED BY REDPATH DORMAN LONG LIMITED)  
T.B. COOMBS (REPRESENTATIVE APPOINTED BY TRAFALGAR HOUSE  
GROUP SERVICES LIMITED)

1. NOTICE

The Chairman read the Notice convening the Meeting.

2. CHANGE OF NAME

It was resolved and passed as a Special Resolution that the name  
of the company be changed to Cleveland Bridge & Engineering  
Company Limited.

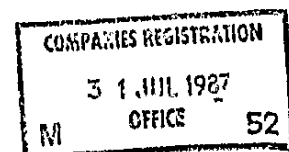
.....  
(Chairman)



I hereby certify this to be a true copy of the Special  
Resolution passed at an Extraordinary General Meeting of the  
Members of the Company held on 29 July 1987.

.....  
P.D. Foreman  
(Secretary)

PDF/EGD  
29.7.87



B.B.  
003924  
£40.00

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 39338

I hereby certify that

THE CLEVELAND BRIDGE & ENGINEERING COMPANY  
LIMITED

having by special resolution changed its name,

is now incorporated under the name of

CLEVELAND BRIDGE & ENGINEERING COMPANY  
LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 24 AUGUST 1987

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer

G

COMPANIES FORM No 123

123

Notice of increase  
in nominal capital

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

Name of company

--	--	--

39338

Cleveland Bridge & Engineering Company Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30 September 1988 the nominal capital of the company has been increased by £30000000.00 beyond the registered capital of £6000000.00.

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follow:

To rank pari passu with existing £1-00 Ordinary shares

Please tick if continuation  
sheet(s) are attached

☐

Signed

*CAT Moore*

*D. Webb*

Director/Secretary Date 11/11/88

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

P D Foreman  
1, MELVILLE CRESCENT,  
EDINBURGH  
EH3 7HW  
SCOTLAND

For official use  
General section

Post room



**The Companies Act 1985  
Company Limited by Shares**

**Ordinary Resolution**

Company Number

39338

**Cleveland Bridge & Engineering Company Limited**

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

1 Berkeley Street, LONDON, W1A 1BY

on 30 September 1988

the following ORDINARY RESOLUTION was duly passed, viz:-

That the capital of the Company be and is hereby increased from £6000000.00 to £36000000.00 by the creation of:

30000000 Ord Shares of £1.00 each

And that the new shares shall rank pari passu with the existing £1-00 ordinary shares



Signed

CAT Moore

Position

Director

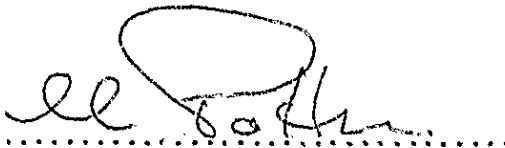
**NOTE To be filed within 15 days of the passing of the ordinary resolution**

CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

COMPANY NO. 39338

The following Resolution was passed at a meeting of the Members of the Company held on 15th June 1989:-

"It was resolved that the authorised Share Capital of the Company be increased from £34,049,908 to £50,000,000 by the creation of a further 15,950,092 £1.00 ordinary shares to rank pari passu with existing shares of the same class"



COMPANY SECRETARY



## 156-900 Notice of increase in nominal capital

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

39338

Name of company

\* insert full name  
of company**CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 15 June 1989 the nominal capital of the company has been  
increased by £ 14,000,000 beyond the registered capital of £ 36,000,000

the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new  
shares have been or are to be issued are as follow:

To rank pari passu with existing Ordinary Shares

Please tick here if  
continued overleaf☐

insert  
Director Secretary  
Administrator  
Administrative  
Receiver or  
Liquidator  
(Scotland) as  
appropriate

Signed

Designation:

Div. Company  
Secretary

Date

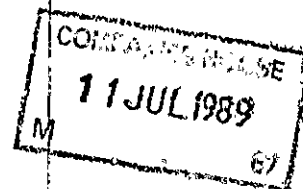
7/7/89

Presenter's name address and  
reference (if any):

P.D. Foreman  
Trafalgar House  
Offshore &  
Structural Limited  
1 Melville Crescent  
EDINBURGH EH3 7HW

For official Use  
General Section

Post room



CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED - CO. NO. 39338

*ORDINARY RESOLUTION*  
MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF

CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

HELD AT 1 BERKELEY STREET, LONDON W1

ON 10 AUGUST 1989

PRESENT : A. MORRIS (CHAIRMAN OF THE MEETING & REPRESENTATIVE APPOINTED BY  
REDPATH DORMAN LONG LIMITED)

T.B. COOMBS (REPRESENTATIVE APPOINTED BY TRAFALGAR HOUSE GROUP  
SERVICES LIMITED)

1. SHARE CAPITAL

It was resolved that the Authorised Share Capital of the Company be, and is hereby increased, from £50,000,000 to £70,000,000 by the creation of 20,000,000 Ordinary Shares of £1 each to rank pari passu with existing £1 Ordinary Shares.

.....  
(Chairman)

I hereby certify this to be a true copy of the Minutes of an Extraordinary General Meeting of Cleveland Bridge & Engineering Company Limited held on 10 August 1989.

*CAT Coombe*  
.....  
(Director)

PDF/EGD  
8.9.89





## ¶56-900 Notice of increase in nominal capital

**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

29338

Name of company

- CLEVELAND BRIDGE &amp; ENGINEERING COMPANY LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 10 August 1989 the nominal capital of the company has been  
increased by £20,000,000 beyond the registered capital of £50,000,000.

A copy of the resolution authorising the increase is attached §

§ the copy must be  
printed or in some  
other form approved  
by the Registrar

The conditions (eg voting rights, dividend rights, winding-up rights etc) subject to which the new  
shares have been or are to be issued are as follows:

To rank pari passu with existing Ordinary Shares

Please tick here if  
continued overleaf☐Insert  
Director Secretary  
Administrator  
or  
other person  
(Scotland) as  
appropriate

Signed

*CAT Moore*

Designation: Director

Date 19 October 1989

Presenter's name, address and  
reference (if any):

P D. Foreman  
Trafalgar House  
Offshore & Structural  
Limited  
3 Melville Crescent  
EDINBURGH EH3 7HW

For official Use  
General Section

Post room

COMPANIES HOUSE

21 OCT 1989

M

25

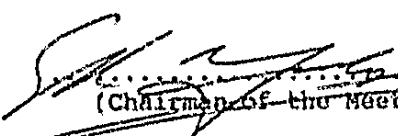
39338

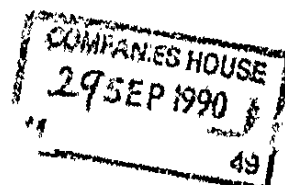
The Companies Acts 1985

Cleveland Bridge & Engineering Company Limited

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at 1 Melville Crescent, Edinburgh, on 16th August, 1990 at 9.00 am the following resolution was passed as a Special Resolution of the Company:-

That the existing Articles of Association of the Company be and are hereby cancelled and in substitution therefor the Articles of Association of which a print is laid on the table and is subscribed by the Secretary for identification be and are hereby adopted as the Articles of Association of the Company.

  
(Chairman of the Meeting)



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

NEW  
ARTICLES OF ASSOCIATION

- of -

CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

(Formerly THE CLEVELAND BRIDGE & ENGINEERING  
COMPANY LIMITED)

(Adopted by Special Resolution passed  
on the 16th day of August 1990)

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PRELIMINARY

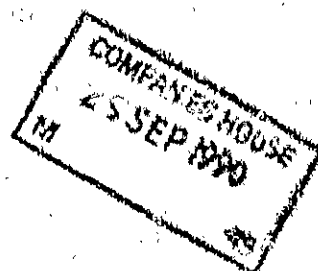
1. (A) In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulation 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulation 1985).

"Subsidiary" has the meaning as defined in Section 736 of the Act save that in sub-clause 1(a)(ii) of that Section there shall be substituted for the words "more than half in" the words "the whole of the".

"Holding Company" has the meaning as defined in the said Section 736 of the Act.



"Group Company" means any company which in relation to the Company is a Subsidiary, its Holding Company or a Subsidiary of its Holding Company.

- (B) The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.
  - (C) Regulations 24, 62, 64 to 69 (inclusive), 81, 84, 93 to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company.
- 2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
  - 3. In Regulation 3 of Table A the words "as may be provided by the articles" shall be deleted and the words "as the company before the issue of the shares may be special resolution determine" shall be substituted therefor.

#### SHARES

- 4. (A) Subject as otherwise provided in the Act or in these Articles the Shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit.
- (B) The provisions of Section 89(1) of the Act shall not apply to the Company.

#### TRANSFER OF SHARES

- 5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 6. The Company shall be entitled to destroy:-
  - (i) any instrument of transfer which has been registered, at any time after the expiration of six years from the date of registration thereof;
  - (ii) any dividend mandate or any variation or cancellation thereof or any notification of change of address, at any time after the expiration of two years from the date of recording thereof;

- (iii) any share certificate which has been cancelled, at any time after the expiration of one year from the date of such cancellation; and
- (iv) any other document on the basis of which any entry in the Register is made, at any time after the expiration of six years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:-

- (A) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
- (B) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled; and
- (C) references in this Article to the destruction of any document include references to its disposal in any manner.

#### NOTICE OF MEETINGS

7. Every notice convening a general meeting shall comply with the provisions of Section 32(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditor for the time being of the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

8. In accordance with Regulation 40 of Table A no business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
9. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
  - (i) In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;

- (11) In the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.

#### VOTE OF MEMBERS

10. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
11. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

12. Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

#### DIRECTORS

13. The number of Directors shall not be less than two.
14. A Director shall not be required to hold any qualification shares in the Company.

15. Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company. Accordingly the last sentences of Regulations 88 and 89 of Table A shall be deleted.
16. A Director of the Company may be or become a Director or other officer of or otherwise interested in the Holding Company of the Company or any other company promoted by the Holding Company or in which the Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly.

#### BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, 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, subject to the provisions of Section 80 of the Act.

#### POWERS AND DUTIES OF DIRECTORS

18. Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to any of the following matters, namely:-
- (A) any arrangement for giving to him any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or
  - (B) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company, or any of its subsidiaries for which he himself has assumed responsibility in whole in part under a guarantee or indemnity or by the deposit of a security; or
  - (C) any contract by him to subscribe for or underwrite shares or debentures of the Company or any of its subsidiaries; or
  - (D) any contract or arrangement with any other company in which he is interested only as a shareholder in or beneficially interested in shares or securities of that company and such shares or securities have a listing on The Stock Exchange or any other recognised stock exchange; or
  - (E) any such scheme or fund as is referred to in Article 26 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or

advantage not generally accorded to the employees to which such scheme or fund relates; or

(F) any contract or arrangement with a Group Company.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by ordinary resolution of the Company, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

19. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

#### APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

20. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by ordinary resolution or the powers of the Directors to appoint any person to be a Director pursuant to Regulation 79 of Table A, the holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors or its Secretary and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument.

21. The office of a Director shall be vacated:-

- (A) if by notice in writing to the Company he resigns the office of Director;
- (B) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
- (C) if he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by an order made under any provision of the Act or by any other law;



- (D) if he becomes of unsound mind;
- (E) if he is removed from office under Article 20 hereof.

22. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

#### MANAGING DIRECTOR

23. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Managing Director shall be automatically determined if he ceases from any cause to be a Director.

#### ROTATION OF DIRECTORS

24. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and the third sentences thereof shall be deleted.

#### PROCEEDINGS OF DIRECTORS

25. A resolution in writing signed by all the Directors or by all the Directors for the time being entitled to receive notice of a meeting of the Directors or committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more the Directors.

26. The Directors may establish and maintain or join with any Group Company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving

of donations, pension allowances, gratuities, emoluments and bonuses to Directors, ex-Directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the Company or any Group Company and the wives, widows, families, dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any Group Company, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the Statutes in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the Company, and to the proposal being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.

27. The Directors may from time to time appoint any person or persons to be an associate director or associate directors of the Company, and may from time to time define, limit and/or restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such associate director, provided always that any such associate director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he may be asked to be present and shall not:-
- (A) have any right of access to the books of the Company; or
  - (B) be entitled to receive notice of or to attend meetings of the Directors; or
  - (C) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such associate director, whether under the Act or otherwise, except with his knowledge.
28. Any Director or member of a committee of the Board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

## SECRETARY AND ASSISTANT SECRETARY

29. To Regulation 99 of Table A, there shall be added the words "An Assistant Secretary may also be appointed by the Directors (subject also to the provisions of the Act) to act with the full powers of the Secretary if the office of Secretary is vacant or if for any other reason the Secretary is absent or otherwise incapable of acting. Such appointment shall be for such term and upon such conditions as the Directors may think fit and any Assistant Secretary so appointed may be removed by the Directors".

## NOTICES

30. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.

## INDEMNITY

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
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19/10

Company No. 39338

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



Special Resolution

of

CLEVELAND BRIDGE & ENGINEERING COMPANY LIMITED

Passed on 2nd October 1990

At an Extraordinary General Meeting of the Members of the Company duly convened and held at 681 Mitcham Road, Croydon, Surrey, CR9 3AP on Tuesday 2nd October 1990, the following Resolution was duly passed as a Special Resolution:-

"That the name of the Company be changed to:-

CLEVELAND STRUCTURAL ENGINEERING LIMITED"

.....  
Chairman of the Meeting



66/E280/2/759505

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 39338

I hereby certify that

**CLEVELAND BRIDGE & ENGINEERING COMPANY  
LIMITED**

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

**CLEVELAND STRUCTURAL ENGINEERING LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 19 OCTOBER 1990

*P. Bevan*  
P. BEVAN

an authorised officer

CLEVELAND STRUCTURAL ENGINEERING LIMITED

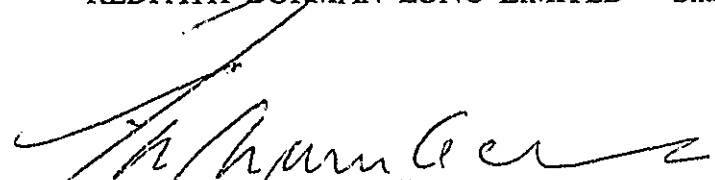
RESOLUTION IN WRITING

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the above-named Company who at the date of this resolution are entitled to attend and vote at a meeting of the holders of the ordinary shares of the Company, hereby unanimously resolve as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act")

- i) THAT the Company hereby elects pursuant to Section 252 of the Act to dispense with the laying of accounts and reports before the Company in General Meeting.
- ii) THAT the Company hereby elects pursuant to Section 366A of the Act to dispense with the holding of Annual General Meetings.
- iii) THAT the Company hereby elects pursuant to Section 386 of the Act to dispense with the obligation to appoint Auditors annually.

Dated this 30th day of August 1991

for and on behalf of  
REDPATH DORMAN LONG LIMITED - Shareholder

  
.....  
Authorised Representative

for and on behalf of  
TRAFALGAR HOUSE SERVICES LIMITED - Shareholder

  
.....  
Authorised Representative

