

THE STAMP ACT, 1891.

G. W. & V. L. CO. LTD.

28774

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

of £100,000

Edwin Banks and Company
(Oldbury), Company Limited.

Pursuant to Section 112 of The Stamp Act, 1891.

NOTE. The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.— See last page of this Form.

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

Telegrams: "CERTIFICATE, LONDON."

Telephone Number 65,246.

JORDAN & SONS, LIMITED.

Company Registration Agents, Printers, Publishers, and Stationers.

120 CHANCERY LANE,

AND

8 BELL YARD, TEMPLE BAR, LONDON, W.C.

THE NOMINAL CAPITAL

OF THE

Jordan Banks and Company (Limited)

Company, Limited,

is £ 100,000 , divided into 20,000

Shares of £ 5 each.

Signature

Jordan & Sons, Limited
120 Chancery Lane, London, W.C.
Registration Agents.

Officer

Dated the

18th

day of

July

1896.

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



THE COMPANIES ACTS 1862 TO 1890.

COMPANY LIMITED



Memorandum of Association

OF

EDWIN DANKS AND COMPANY (OLDBURY) LIMITED.

REGISTERED
28775
18 JUL 1906

1.—The name of the Company is EDWIN DANKS AND COMPANY (Oldbury) LIMITED.

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

3.—The objects the Company are :—

- (a) To purchase or otherwise acquire and take over as a going concern the business of a Boiler Tank and Girder Manufacturer Engineer and Constructor of Iron-work and Boatbuilder carried on at the Oldbury Boiler Works Oldbury in the County of Worcester by EDWIN DANKS and the goodwill thereof together with the freehold lands works buildings plant machinery stock-in-trade tools and all other real and personal property capital and assets used in the said business or such part or parts thereof as may be deemed advisable and to acquire and undertake all or any of the assets liabilities contracts and agreements of and relating to the said business and to pay therefor either in Cash Debentures Debenture Stock Preference or Ordinary Shares of the Company and such shares may be either partly or fully paid or partly by each or by some of the modes aforesaid or in such manner as may be thought expedient and with a view thereto to enter into and carry into effect (with or without any modification or alterations) the agreement referred to in Clause 3 of the Company's Articles of Association.

Presented for filing



82

- (b) To carry on the business so to be acquired and to develop and extend the same and generally to carry on in all or any of their branches all or any one or more of the following businesses that is to say the Businesses of Boiler Makers Tank Makers Girder Makers Engineers Constructors of Iron Work Boatbuilders Iron Bridge Makers Tool Makers Iron Masters Ironfounders Iron Roof Makers Brass and Copper Workers Millwrights Blacksmiths Smelters Steel Converters Steel Rollers Iron and Steel Plate Manufacturers Iron and Steel Cable Makers Metal Workers Manufacturers of Agricultural and other Implements Carriage and Engine Builders Wheelwrights Shipbuilders Electricians Electrical Consulting and Mechanical Engineers and Makers and Constructors of all kinds of Iron and Steel work Merchants and to buy sell let manufacture repair manipulate dispose of use or deal (both wholesale and retail) in anything authorised to be produced or manufactured by the Company or of a similar character and any article generally used or capable of being used in any such production or manufacture and in Steam Hydraulic Pneumatic and other engines machines plant machinery rolling stock iron and steel implements tools appliances fittings apparatus utensils materials and commodities of all kinds which can conveniently be dealt in by the Company in connection with any of its objects or the above specified businesses and to carry on any other businesses whether manufacturing or otherwise which can be conveniently carried on in connection with the above businesses or any of them or which it may be considered advantageous to carry on in connection with any of the Company's objects or which may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (c) To construct or erect or procure the construction or erection of buildings of all kinds upon any lands belonging to or in which the Company is interested and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company and to lay out land for building purposes and to build or improve let on building leases advance moneys to persons building and enter into contracts and arrangements of all kinds with

builders tenants and others or otherwise dev. the same in such manners as may seem expedient to advance the Company's interest.

- (d) To purchase or otherwise acquire and undertake the whole or any part of the business property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company
- (e) To make any experiments and exhibitions in connection with any business of the Company and to apply for purchase or otherwise acquire any patents *brevets d'invention* concessions licenses and the like conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use exercise develop grant licenses in respect of or otherwise turn to account the property rights and information so acquired.
- (f) To construct carry out maintain improve manage work control and superintend any roads ways tramways railway branches or sidings bridges reservoirs canals docks wharves watercourses hydraulic works gas works electric works factories warehouses and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects and to join in contribute to subsidize or otherwise assist or take part in any such operations.
- (g) To enter into any arrangements with any governments or authorities supreme municipal local or otherwise and to obtain from any such government or authority all rights concessions and privileges that may seem conducive to the Company's objects or any of them.
- (h) To co-operate in any manner or enter into agreements relative to the method of carrying on business and to enter into partnership or into any arrangement for sharing profits union of interest joint adventure reciprocal concession or co-operation with any person or company carrying on or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares or stock in or

securities of and to subsidize or otherwise assist any such Company and to sell hold re issue with or without guarantee or otherwise deal with such shares or securities.

- (i) Generally to purchase take on lease or in exchange hire or otherwise acquire absolutely or for any term estate or interest and on any terms any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and in particular any lands buildings works businesses iron and other mines minerals easements licenses concessions patents machinery ships barges rolling stock plant and stock-in-trade.
- (j) To apply the money of the Company in any way in or towards the establishment maintenance or extension of any association institution or fund in anywise connected with any particular trade or with trade or commerce generally and particularly with the Boiler Tank Girder Engineering Boatbuilding Steel Iron and Coal industries or any industry allied thereto or which the Company have power to carry on including any association institution or fund for protection of the interests of masters owners or employers or for insurance against loss by strikes workmen's combinations accidents or otherwise or for the benefit of any workmen or others at any time employed by the Company or their families and whether or not in common with other classes of persons and to subscribe or guarantee money for charitable or benevolent purposes friendly co-operative and other societies reading rooms libraries educational and charitable institutions churches chapels schools and hospitals to grant pensions and allowances and to contribute to any fund raised by local or public subscriptions for any purpose whatever.
- (k) To sell let lease or otherwise dispose of the whole or any part of the undertaking business lands buildings assets and property of the Company for such consideration rent or otherwise as may be thought fit and in particular to accept payment in cash or wholly or in part in shares Debentures Debenture Stock Mortgages or obligations of any other company and to promote and form any company intended to purchase or take on Lease any property of the Company or to use anything made or produced by the

Company or which it is to be considered with the Company in its business and to subscribe absolutely or subject to any condition or contingency for or to acquire in any way any of such Company's Shares or obligations and as to all or any Shares or obligations acquired by the Company either to hold the same or to sell or re-issue with or without guarantee or to distribute them or any other assets of the Company in specie upon a division of profits or distribution of capital among the members

- (l) To enter into any arrangements for sharing profit co-operation joint adventure or reciprocal concession with any other person or company carrying on or about to carry on or engage in any business or transaction which may seem calculated directly or indirectly to benefit this Company and to give to any person or company special rights and privileges in connection with or control over the Company.
- (m) To borrow and raise money in any manner authorised by the Articles of Association and on any terms.
- (n) For securing any moneys borrowed or any debts owing by the Company or for any purpose and in any manner and form from time to time to mortgage or charge the whole or any part of the assets undertaking and property of the Company both present and future and both real and personal and including its unpaid calls and uncalled capital for the time being and to create give and issue at par or at a premium or discount Mortgage Debentures perpetual or redeemable debenture stock bonds or other obligations and either with or without any mortgage or charge on all or any part of such assets undertaking property and unpaid and uncalled money and with power to redeem and contract to redeem any Mortgages Debentures Debenture Stock or Securities either at a premium or discount and to set aside and provide a fund or funds for the redemption thereof.
- (o) To confer upon any encumbrancer or trustee for any encumbrancer of uncalled capital such powers of making and enforcing calls as may be thought fit.
- (p) To make draw accept endorse and negotiate respectively promissory notes bills of exchange cheques and other negotiable instruments.

- (q) To pay all preliminary expenses of the formation and registration of the Company or any Company promoted or formed by the Company and all incidental expenses connected therewith and to remunerate by commission or brokerage any person or company for services rendered in placing or assisting to place or guaranteeing the placing of or otherwise in connection with the issue of any of the Shares in the Company's capital or any Debentures Debenture Stock or other securities of or in or about the promotion of this or any such other company or the conduct of the business of this or any such other company.
- (r) To lend money to such persons and on such terms as may seem expedient and to guarantee the payment of money by or the performance of any contract engagement or obligation by any person or persons or by any customers of or persons having dealings with the Company or by any Company with which the Company may have business relations.
- (s) To apply for at the cost of the Company and obtain any provisional order or Act of Parliament or order or decree of any court enabling the Company to extend its objects or to carry any of its objects into effect or effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to benefit the Company and to oppose any provisional order or Bill in Parliament which may seem directly or indirectly opposed to the Company's interests.
- (t) To do anything by this Memorandum of Association authorised in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (u) To incorporate the Company or otherwise procure the Company to be constituted registered or recognised in accordance with the laws in force in any country in which the Company may desire to carry on business. And to apply for and accept or acquire upon any terms any license or concession and by the deposit of money or otherwise to comply with the terms of any such concession or any terms precedent to its being granted.
- (v) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause (except where used in reference to this Company) shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to any other paragraph.

4. The liability of the members is limited.

5. The capital of the Company is £100,000 divided into 20,000 shares of £5 each with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over or as shares ranking equally with any other shares whether ordinary or preference and whether issued or not and with any special or without any right of voting and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the Shares resulting from such sub-division.

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 to our respective names.

Dated the 13th day of July 1896.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER.
Edwin Danks Oldbury Worcestershire Boiler Manufacturers	One Share
Frederick Thomas Danks Oldbury Worcesterhire Manager of Boiler Works	One Share

Reuben Farley
Cambridge House
West Bromwich
Staffordshire
Manufacturer One Share

Thomas Bernard Hall
119 Colmore Row, Birmingham.
Warwickshire
Consulting Engineer One Share.

Frederick John Gardner 342 Bedford Street
Birmingham Warwickshire Manufacturer One Share

Walter Loveridge Hodgkinson
Wood House - Edlington.
Warwickshire Furtherran One Share

Richard Parsons, Stone Street Not Enfield
Staffordshire. Accountant Clerk. One Share.

Dated the 13th day of July 1896

Witness to the signatures of Edwin
Danks Frederick Thomas Danks Reuben Farley
Thomas Bernard Hall Frederick John Gardner
Walter Loveridge Hodgkinson and Richard Parsons

William Shoberbear
Solicitor
83 Colmore Row
Birmingham



THE COMPANIES ACTS 1862 TO



COMPANY LIMITED BY SHARES.

Articles of Association
OF
EDWIN DANKS AND COMPANY
(OLDBURY) LIMITED.

REGISTERED
28776
18 JUL 1896

PRELIMINARY.

1. EDWIN DANKS AND COMPANY (Oldbury) Limited (hereinafter called "the Company") is established with limited liability for the objects named in the Memorandum of Association in accordance with and subject to the same Memorandum of Association.

2. -The Regulations contained in the Table marked A in the first Schedule of the Companies Act 1862 shall not be applicable to the Company but in lieu of such regulations of the said Table A the following shall be the regulations of the Company subject nevertheless to such repeals and alterations thereof and additions thereto as are provided by these presents or by law allowed.

3. -The Directors shall forthwith adopt and carry into effect either with or without modification or variation the agreement dated the 9th day of July 1896 and made between EDWIN DANKS of Oldbury in the County of Worcester Boiler Manufacturer of the one part and BENJAMIN SHAKESPEARE of 83 Colmore Row Birmingham Solicitor as Agent for an intended Company to be called EDWIN DANKS AND COMPANY (Oldbury) Limited of the other part for the acquisition of the business and property mentioned in paragraph 3 (a) of the Memorandum of Association. And the Directors shall have full power from time to time to agree to any modification of the terms of such Agreement.

4. -The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit and notwithstanding that part only of the present issue of shares may have been allotted.

INTERPRETATION.

5. In the construction of these Articles words importing the singular number shall include the plural number words importing the

plural number shall include the singular number words importing the masculine gender shall include the feminine gender words importing persons shall include corporations and societies and writing shall include printing lithography and substitutes for writing "month" means calendar month and "the office" means the registered office for the time being of the Company "special resolution" and "extraordinary resolution" have the meaning assigned thereto respectively by Sections 5 and 120 of the Companies Act 1862 "the register" means the register of Members to be kept pursuant to Section 25 of the Companies Act 1862.

BUSINESS.

6.--The Office of the Company shall be at The Boiler and Engineering Works Oldbury near Birmingham or at such other place as the Directors may from time to time appoint. The Directors may also establish branch offices at such places as they from time to time deem necessary for the efficient carrying on of the business of the Company.

7. The Company acting by the Directors may exercise all the powers of the Companies' Seal Act 1864.

SHARE CAPITAL.

8. The Directors may (subject to the provisions of the Companies Act 1867) issue any shares as fully or partially paid up as the consideration or part of the consideration for any property acquired by or work done for the Company and may issue any shares (including shares in lieu of forfeited or surrendered shares) to such persons as they think fit subject to the terms of any agreement which may be entered into by the Company as to any shares.

9. If two or more persons are registered as joint holders of any share any one of such persons may give effectual receipts for any dividend payable in respect of such share.

10. The Company shall not be obliged to recognise any partial equitable future or contingent interest in any share or any joint or divided liability in respect of any share or any interest or liability in respect of any share other than the interest and liability of the registered holder thereof his executor or administrator.

11. Every member shall be entitled to a certificate under the Common Seal of the Company and signed by two of the Directors and countersigned by the Secretary or some other person appointed by the Directors specifying the shares held by him and the amounts paid up thereon and if such certificate be worn out or lost it may be renewed on payment of half-a-crown on such terms as to evidence or otherwise as the Directors may prescribe.

12. The Company may by special resolution increase the capital and may thereby attach to or impose on such new capital or on any of the present capital which may for the time being be unissued any preferential rights or special privileges or restrictions as to dividends or otherwise provided that unless otherwise provided by the special resolution creating the same all new capital shall be divided into shares of £5 each and such shares and all preferential capital shall be subject to these regulations as if they and it formed part of the original capital of the Company.

13. All preferential rights or special privileges or restrictions by special resolution attached to or imposed on any shares may be altered or removed and new preferential rights or special privileges or restrictions may be attached to or imposed on any shares by the authority of a Special Resolution but not otherwise provided always that (subject to any special resolution to the contrary on the creation of any new shares or classes of shares) all shares shall be held on the terms that no special resolution whereby the existing preferential rights special privileges or restrictions attached to or imposed on any class of shares are removed or affected shall be deemed valid unless separate special meetings shall have been held of the holders of each class of shares affected thereby and such meetings shall but so far as relates to their own class of shares only pass and confirm special resolutions removing or affecting such existing preferential rights special privileges or restrictions.

14.—The Company may from time to time by special resolution reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or reducing the liability on the shares or otherwise as may seem expedient and may consolidate or subdivide its shares and may cancel any shares that have not been taken or agreed to be taken by any person. Paid up capital may be returned upon the footing that the amount may be called up again in the same manner as if it had never been paid up.

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. Seven days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

16. The liability of joint holders of a share in respect of the calls on such share shall be several as well as joint.

17. In case of the death of any one or more of the joint holders of any share the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share.

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

19. If the call payable in respect of any share be not paid on or before the day appointed for payment thereof the holder for the time being of such share shall be liable to pay interest for the calls in arrear at such rate as the Directors may determine not exceeding the rate of £10 per cent. per annum from the day appointed for the payment thereof to the time of actual payment.

20. The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys unpaid upon the shares held by him beyond the sums actually called up and the money so paid in advance or so much thereof as shall from time to time be in advance of calls may as the Directors and the Member paying the same may agree be treated either as entitling the holder for the time being of the share to dividends or as entitling such holder to interest at such rate and on such terms as the Member paying such sum in advance and the Directors shall agree upon.

21. -On the trial or hearing of any action for the recovery of any money due for any call or for interest thereon it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members of the Company as the holder or one of the holders of the share or shares in respect of which such debt accrued that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the Member sued in pursuance of these articles and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

22. - If the Directors shall at any time hereafter have surplus money of the Company representing capital which they shall be unable to employ in the business of the Company they may with the sanction of the Company in General Meeting and after re-payment of all moneys paid in advance as provided by Article twenty of these presents return such surplus money to the Members by dividing it amongst them and paying it to them in proportion to the number of shares held by them respectively and the Members shall accept such payment and if any Member shall decline to accept the same or cannot be found the Company shall retain the said moneys payable to him in trust for him without bearing interest and on such moneys being accepted or retained as the case may be the liabilities of the Members shall be the same as if the amounts paid up on their shares had been less by the amounts so paid up or retained and as if the amount per share so paid or retained had never been called up.

TRANSFER AND TRANSMISSION OF SHARES

23. - The instrument of transfer of any share in the Company shall be in the ordinary common form and shall be signed by both the Transferor and the 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.

24. - Before registration of any transfer the instrument of transfer shall be left at the office of the Company together with the certificate of the shares to be transferred and together with any other evidence the Directors may require to prove the title of the transferor and the transfer shall thenceforth subject to production at all reasonable times at the request of the transferor or transferee or the assigns of the transferee be kept by the Company.

25. - There shall be paid in respect of the registration of any transfer or transmission of shares such sum not exceeding half-a-crown as the Directors shall from time to time prescribe.

26. - The Directors may decline to register the transfer of a share on any of the following grounds:

(a) That the transfer has not been effected according to the regulations of the Company or is contrary to any express agreement made on the issue of any share or on any transfer thereof provided that this shall not oblige the Directors to take notice of any agreement they do not deem beneficial to the Company.

(b) That the transferor is indebted to the Company in respect of unpaid calls or otherwise.

Provided that the Directors shall not be required or obliged to state the reason of any refusal and their decision shall be final and conclusive.

27. - The Transfer books may be closed during such times as the Directors think fit, not exceeding in the whole thirty days in each year.

28. - The legal personal representatives of a deceased shareholder not being one of the several joint holders shall be the only persons recognised by the Company as having a title to his shares.

29. Any person interested in a share in consequence of the death bankruptcy or insolvency of any shareholder or by any lawful transmission of interest other than by transfer in accordance with these regulations may upon producing such evidence as the Directors

think sufficient be registered himself as a holder of such share or may upon producing such evidence and executing a transfer in accordance with these regulations have his transferee registered as such holder. Provided that all transfers under this Article shall be subject in all respects to the same provisions as transfers by registered members and the Directors shall have the same discretion to refuse to register a transfer under this Article as in the case of transfers by registered persons.

30. No person claiming a title to a share by transmission shall have any rights in respect of such share except the right to be registered or to have his transferee registered under the regulations of the Company and a right to receive dividends (if any) actually declared before the death or other transmission of interest and dividends declared on a share after such transmission of interest shall be payable to the person next registered as the holder of the share.

31.—When an instrument of transfer purporting to have been properly executed by the transferor shall have been left at the office of the Company and the Company shall have given to the person appearing by such document to be the transferor notice in manner prescribed by the regulations of the Company of the receipt of such instrument of transfer the Company shall (notwithstanding that any invalidity in such instrument be afterwards discovered) be entitled as against such last mentioned person to treat such instrument as a valid transfer and shall not be liable to such person for any payment made or act done on the footing of such instrument being valid before notice of any invalidity therein.

FORFEITURE AND SURRENDER OF SHARES.

32.—If any member fails to pay any call on the day appointed for payment thereof the Directors may at any time thereafter during such time as the call remains unpaid serve a notice on him to pay such call together with interest and any expenses that have accrued by reason of such non-payment and stating that in the event of non-payment on some day and at some place (either at the Offices of the Company or a Bank) named in such notice the share will be liable to be forfeited.

33.—If the requisitions of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter be forfeited by a resolution of the Directors to that effect and the holder thereof shall thereupon cease to have any interest therein and his name may be removed from the register as such holder. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

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

35. The Directors may at any time within twelve months from the date of forfeiture and before any share so forfeited shall have been sold re-allotted or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.

36. The liability to pay to the Company all calls interest and expenses owing upon any shares at the time of forfeiture shall continue notwithstanding such forfeiture.

37. The Directors may accept a surrender of any share on such terms as they think fit provided that no part of the assets of the Company shall be employed in the purchase of the Company's own shares.

38. The Directors may sell any forfeited or surrendered share as they see fit and register the purchaser as the holder thereof and may cancel any share acquired by forfeiture or surrender and may issue a new share in lieu thereof.

LIEN ON SHARES.

39. The Company shall have a first permanent and paramount lien on the shares other than fully paid up shares of any member who shall be indebted to the Company and on all dividends and benefits accruing to him by virtue of such shares for the payment of the debts due and interest thereon and such lien shall exist for debts due from such member either solely or jointly with any other person and for any debts accruing due before an actual registration of a transferee if the Directors shall have refused such registration on any of the grounds hereinbefore mentioned and shall extend to the absolute interest in any share belonging to a member jointly with any other person.

40. The Company shall be entitled to give effect to such lien by sale or forfeiture and re-issue of the shares or by retaining all dividends and profits in respect thereof or by any combination of the said means. Provided always that the Directors may waive this lien as to any shares sold in the ordinary course of business on any Stock Exchange and may on behalf of the Company undertake that as to any such shares this clause shall not be enforced.

41. Upon any 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 of the proceedings or to the application of the purchase-

money and after his name has been entered in the register the validity of the sale shall not be impugned by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TITLE TO SHARES

42. For the purpose of giving effect to a sale of any share acquired by the Company by forfeiture or surrender which the Directors may prefer to sell rather than to cancel and re-issue or a sale of any share in respect of which such lien as aforesaid exists the Directors may execute under the Company's Seal a transfer of such share to the purchaser thereof and such transfer shall operate to confer the same rights upon the transferee as if it had been executed by the member in whose name the share shall be registered provided that the sale of any share in respect of a lien shall not take place without one month's previous notice to the registered holder thereof.

43. The remedy of any shareholder for any irregularity in any forfeiture of a share or in the enforcing of a lien or alleged lien on any share shall be in damages only and the register shall be conclusive evidence of title to a share as against any person claiming as a former holder of a share which the Directors shall have purported to forfeit cancel or dispose of under the regulations of the Company.

BORROWING OF MONEY AND SECURING OF LIABILITIES.

44. The Directors may at their discretion borrow or raise any money for the purposes of the Company either without security or on the security of all or any of the assets undertaking and property of the Company's both present and future and both real and personal (including unpaid calls or uncalled capital) and may for any purpose of the Company create and issue mortgages debentures perpetual or redeemable debenture stock or other securities for the purpose either at par or at a premium or discount and generally in such form and upon such terms as to priority and otherwise at such rates of interest and in all respects as they think fit and may redeem and contract to redeem any such securities either at par or at a premium or discount. The Directors may also at their discretion make such mortgages debentures debenture stock or other securities payable on demand or at such period or periods or otherwise as they may think fit.

45. The Directors may in addition to their power of borrowing on security borrow money from and incur liabilities to bankers and others for all current expenses and outgoings of the Company and otherwise for the purposes of the Company's business.

46. No person lending money or giving credit to the Company shall be bound to enquire for what purposes it is required

GENERAL MEETING

47. 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 may determine

48. Subsequent General Meetings shall be held once in each year at such time and place as may be prescribed by the Directors and if no other time or place is prescribed a General Meeting shall be held on the last Monday in the month of February in every year at the registered office for the time being of the Company.

49. The above-mentioned General Meetings shall be called Ordinary Meetings and all other General Meetings shall be called Extraordinary Meetings.

50. The Directors may whenever they think fit and they shall upon a requisition made in writing by not less than three in number of the members of the Company holding in the aggregate one-seventh of the issued capital convene an Extraordinary Meeting.

51. Any such requisition shall specify the object of the Meeting required and shall be signed by the Members making the same and shall be deposited at the Registered Office of the Company.

52. Upon the receipt of such requisition the Directors shall forthwith convene an Extraordinary Meeting. If they do not convene the same within fourteen days from the deposit of the requisition the requisitionists or any other Members holding in the aggregate one-fifth of the issued capital may themselves convene an Extraordinary Meeting and the requisitionists or any other Members holding a like amount of capital may without a fresh requisition to the Directors convene a second Meeting for the purpose of confirming as a special resolution any resolution properly passed for that purpose at the first Meeting but no such requisition shall remain in force for more than two calendar months from the time when the same shall be deposited at the office.

53. Five clear days' notice in writing at the least specifying the place the day and the hour of the Meeting and in case of special business the general nature of such business shall be given to the members before every General Meeting. In case of accidental omission to give notice of the Meeting to any member entitled to attend and vote at the Meeting, the omission shall not be a ground for questioning the validity of the Meeting. No business shall be transacted at any General Meeting unless a requisition for or convene any Meeting is presented by at least ten Shareholders.

54.—All business shall be deemed special that is transacted at an Extraordinary Meeting and all business shall be deemed special that is transacted at an Ordinary Meeting with the exception of the re-election of retiring Directors the appointment of Auditors the sanctioning of dividends and the consideration of the accounts and balance sheets and ordinary report of the Directors.

55.—No business shall be transacted at any General Meeting except the declaration of a dividend unless a quorum of Members be present in person or by proxy at the time when the meeting proceeds to business. Four members present in person or by proxy shall form a quorum for all General Meetings.

56.—If within half-an-hour from the time appointed for the meeting a quorum be not present the meeting if convened by Members under the powers aforesaid 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 at such other time and place as the Members then present shall determine.

57.—At any adjourned General Meeting originally convened by the Directors with or without a requisition from Members the Members present whatever their number shall have power to decide on all matters which might have been disposed of at the Meeting from which the adjournment took place as if a quorum had been present thereat provided that three days' notice at the least must be given to the Members of such adjournment in order to enable special business to be transacted thereat by less than a quorum.

58.—The Chairman of the Board of Directors for the time being (if any) shall preside as Chairman at General Meetings of the Company or if there shall be no such Chairman or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting or if the said Chairman declines to take the chair then the Members present shall choose one of their number to be Chairman.

59.—The Chairman may with the consent of the meeting adjourn any Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

60.—Every motion submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on 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.

61. —At any General Meeting unless a poll is demanded by at least four persons present and entitled to vote a declaration by the Chairman that a resolution has been 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 resolution.

62. —No poll shall be demanded on the appointment of a Chairman or on a question of adjournment.

63. —If a poll is demanded as aforesaid it shall be taken at such time and place either then and there or not and in such manner as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

64. —In case a poll is demanded there shall be two scrutineers one of whom shall be appointed by the demander of the poll and the other by the Chairman of the Company.

65. —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.

66. —Every holder of shares shall have one vote only on a show of hands or on a division but on a poll shall have one vote for every share held by him. A preference shareholder shall only be entitled to vote at meetings of preference shareholders holding the same class of Preference shares as himself. An ordinary shareholder shall not be entitled to vote at meetings of preference shareholders unless he is also a preference shareholder and then only in respect of his preference shares.

67. —No Member shall be entitled to vote unless all calls due on all shares held by him have been paid.

68. —If a member becomes a lunatic his Committee may vote in respect of his share but otherwise no vote shall be accepted in respect of a share registered in the name of a person under disability.

69. —If two or more persons are jointly entitled to any share the person whose name stands first on the register as one of the holders of such share and no other shall be entitled to vote in respect of the same but the other or others of the joint holders shall be entitled to be present at a General Meeting.

70. Votes may be given either personally or by proxy.

71.—The instrument appointing a proxy shall be in under the hand of the appointor or if the appointor be a corporation under the common seal (if any) or if none under the hand of some officer duly authorised in that behalf.

72.—No person shall be appointed a proxy or act as a proxy at any meeting unless at the time of the appointment he be a Member and qualified to vote nor unless the instrument of appointment be deposited in the Registered Office of the Company not less than forty eight hours before the time fixed for holding the meeting at which the Member named in such instrument purports to vote. No instrument appointing a proxy shall be valid after the expiration of two months from the date of its execution except that it may be used on the adjournment of the meeting for which it was originally intended to be given and except that any shareholder residing abroad may deposit in the office of the Company an instrument (properly stamped for this purpose) valid for all meetings whatsoever during such residence abroad and until revocation.

73.—Every instrument of proxy shall be in the usual form.

74.—The Directors may apply the funds of the Company in payment of the cost and expense of the preparation and sending out of forms of proxy to the members including the cost of stamping the same and of the postage thereof to and from the members and no proxy shall be deemed to be invalid by reason of the stamp thereof having been affixed by or by the order of the Board prior to its being issued to a member.

75.—If any votes are given or counted at a General Meeting which shall afterwards be discovered to be improperly given or counted the same shall not affect the validity of any resolution or thing passed or done at the said meeting unless the objection to such votes be taken at the same meeting and not in that case unless the Chairman shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

DIRECTORS.

76.—The number of Directors shall not be more than seven nor less than three. The qualification of a Director shall be the holding in his own name of two hundred shares of the capital of the Company.

77.—The first Directors shall be ARTHUR KEEN of Sandyford Edgbaston Warwickshire Manufacturer REUBEN FARLEY of West Bromwich Manufacturer THOMAS BERNARD HALL of Colmore Row Birmingham Engineer CHARLES WHITEWAY HAZLEHURST of Liverpool and EDWARD DANKS of Oldbury Boiler Manufacturer.

78. At the first meeting of the Directors after the Ordinary Meeting in each year the Directors shall appoint one of their number to act as their Chairman until the next Ordinary General Meeting and they may if they think fit also appoint a Deputy Chairman.

79. The Directors shall have power from time to time to appoint any person or persons whether already one of their number or not to be a Managing Director or Managing Directors for such period at such remuneration and generally on such terms as they think fit provided that there shall not be more than two Managing Directors at any one time.

80. The Managing Director or Managing Directors for the time being shall not be liable to retire by rotation unless so arranged on appointment but shall be subject to the same provisions as to resignation and removal as the other Directors of the Company.

81.—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 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 in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.

82.—At the Ordinary Meeting in the year 1897 and at the First Ordinary Meeting in every subsequent year one-third or the number nearest to one-third of the Directors for the time being (other than Directors holding the office of Managing Directors) shall retire from office and the Directors who are to retire shall be the third who have been longest in office and in case of the first retirement and other occasions on which there may be Directors not so ascertainable the Directors to retire shall be determined by agreement or failing agreement by ballot so that the selection shall be made from among those who have been longest in office.

83. The Company at the General Meeting at which any Director retires may fill up the vacancy by the election of a member duly qualified.

84. A retiring Director shall be eligible to be re-elected and shall be deemed to offer himself for re-election unless he shall have given to the Company notice of a contrary intention and in case of re-election the re-elected Director shall be considered to be a new Director as from the time of his election.

85. -No person other than a retiring Director or a person proposed by the Directors shall be eligible to supply the place of a Director retiring by rotation at any meeting unless notice of the intention to propose such other person shall have been given to the Company not less than three days nor more than ten days previously to the day of Meeting.

86. -Any casual vacancy occurring among the Directors may be filled up by the Directors by the election of a member duly qualified but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

87. -The Company may from time to time in General Meeting increase or reduce the number of Directors so that the total number may never be more than nine nor less than three provided that if the place of any vacating Director be not filled up at the Meeting at which the election ought to take place or some adjournment thereof such vacating Director shall (in the absence of any express resolution to the contrary by the Company in General Meeting) continue in office until the Ordinary Meeting in the next year and so on from time to time until his place is filled up.

88. -Any Director may retire from his office upon giving one month's notice in writing to the Company of his intention so to do and such resignation shall take effect upon the expiration of such notice.

89. -The continuing Directors may act notwithstanding any vacancy in their body so long as there remain three Directors duly qualified to act.

90. -The office of Director shall be vacated -

- (a) If he cease to hold the number of shares required for his qualification.
- (b) If he become bankrupt or compound with his creditors or take the benefit of any act for the time being for the relief of insolvent debtors.
- (c) If he be declared a lunatic or become of unsound mind.
- (d) If he absent himself from Meetings of the Directors for more than six successive months without leave of the Directors.
- (e) If he be concerned in or participate in the profits of any contract made with or sale to or purchase by the Company without having declared the fact of his interest previously to such contract sale or purchase being made.

- (f) If it be proved to the satisfaction of his co-Directors that he has in other ways improperly used his official position to his private pecuniary advantage.

Provided that except in case of actual loss of qualification lunacy or bankruptcy the vacation of office shall not take effect unless the Directors shall pass a resolution to the effect that the Director is disqualified and has vacated office.

91. The Company may make contracts with any of the Directors upon such terms as the Directors shall think fit and a Director shall not by reason of the fiduciary relation subsisting between him and the Company be accountable for any profit made by him in respect of any such contract nor (subject to the following proviso) in respect of any other contract made with the Company in the profits of which he participates or in which he is otherwise interested provided that the fact of his being so interested therein and the nature of his interest be fully and fairly disclosed by him at the Meeting of the Directors at which the contract 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. No Director shall vote in respect of any contract or matter in which he is individually interested otherwise than as a member.

92. The Company may by extraordinary resolution remove any Director before the expiration of his period of office and by an ordinary resolution appoint another person in his stead.

93. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them as Directors and such sum by way of remuneration as the Company may in General Meeting determine (such remuneration however not being less than £100 per annum for each Director) and if any Director shall be called upon to go or reside abroad on the Company's business or otherwise perform extra services the Board of Directors may arrange with such Director for such special remuneration for such services either by way of salary commission or the payment of a stated sum of money as they may think fit.

POWERS OF DIRECTORS.

94. The business of the Company shall be managed by the Directors who may pay and enter into any arrangements as to the expenses incurred in getting up and Registering the Company or in any negotiations valuations and arrangements relating to the purchase of the assets and undertakings taking over and securing the liabilities of the said business referred to in paragraph (a) of Clause three of the Company's Memorandum of Association or matters preliminary or incidental thereto and may exercise all such powers of the Company

as are not hereby or by statute required to be exercised by the Company in General Meeting and no regulation hereafter made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

95. The Directors may delegate any of their powers (including all powers of managing and carrying on the Company's business and as to the financial affairs of the Company) to the Chairman of the Board of Directors or to any one or more of their body and may authorise any Director or Directors to draw make accept sign and negotiate promissory notes bills of exchange cheques or other instruments for the purpose of the Company's business.

96. All officers and servants of the Company including general and other managers (except the Auditors) shall be appointed by the Directors for such period at such remuneration and in all respects upon such terms as they may think fit and a Director may if appointed fill the office of Secretary or of General Manager.

97. No act matter or thing within the power of the Company in General Meeting done by the Directors or done by the Chairman of the Company or by any Committee or Director and adopted by the Directors which shall afterwards receive the express or implied consent of the Company in General Meeting shall be afterwards impeached on any ground whatever.

PROCEEDINGS OF DIRECTORS.

98. The Directors may determine the mode and regulation of their own proceedings as they think fit and determine the quorum for meetings of the Directors provided that unless otherwise determined two shall form a quorum each Director shall be entitled to one vote and the Chairman shall have a casting vote.

99. Any Director acting alone and any Committee shall conform to any mode of proceeding and regulations which the Directors may make in that behalf but subject thereto may determine and regulate his or its own proceedings in the same manner as the Directors may do.

100. All acts done by any Meeting of Directors or by any Committee or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person so acting be as valid as if such Director or person had been duly appointed.

101. A Director may at any time and the Secretary shall upon the request of the Directors convene a meeting of the Directors.

MINUTES.

102. The Directors shall cause Minutes to be duly entered in books provided for the purpose:

- (a) Of all appointments of officers.
- (b) Of the names of the Directors present at each meeting of the Directors and of any Committee of Directors.
- (c) Of all orders made by the Directors and Committees of Directors.
- (d) Of all resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

103. And any such minutes of any meeting of the Company or of the Directors or of any Committee 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 and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Directors shall be deemed to be acts of the Directors within the meaning of these regulations.

DIVIDENDS.

104. The Directors may with the sanction of the Company in General Meeting once in every year declare a dividend to be paid to the Members in proportion to the amounts paid or credited as paid-up on their shares (except money paid in advance of calls on the terms of receiving interest therefor) having regard to any preferential rights as to dividend which may exist between different classes of shares.

105. The Directors may at their own discretion from time to time determine on and declare and pay to the Members an interim dividend in anticipation of the dividends expected to be declared at the expiration of any one year and on account of such dividends.

106. No dividends shall be payable except out of net profits arising from the business of the Company but the declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

107. The Directors may before declaring any dividend set aside out of the profits of the Company such sum that they think proper as a reserve fund and may either employ any such sum so set aside in the Company's business or may invest the same upon such investment (other than shares of the Company) as they may select without being liable for any loss or depreciation in consequence of such investments.

whether the same be usual or authorised investments for trust funds or not. If the reserve fund shall at any time exceed the amount which the Directors think necessary the Directors may distribute such excess among the members by way of bonus in proportion to the amounts credited as paid up on their shares.

108.—The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him from time to time to the Company on account of calls or otherwise.

109.—Notice of any dividend that may have been declared shall be given to each Member in manner hereinafter mentioned and no dividend shall bear interest as against the Company.

110.—Dividends unclaimed for three years and upwards may be forfeited for the benefit of the Company, but with power to the Directors to remit the forfeiture if they think fit.

ACCOUNTS.

111.—The Directors shall cause true accounts to be kept of all the receipts credits payments assets and liabilities of the Company and of all other matters necessary for showing the true state and condition of the Company and the accounts shall be kept in such books and in such manner as the Directors think fit and to the satisfaction of the Auditors.

112.—A Valuer or Valuers shall be appointed at the Ordinary Meeting in each year who shall certify for the purposes of each Balance Sheet the amount to be charged to Capital Account for additions to plant machinery and tools the amount to be charged to the Revenue Account for depreciation thereof and the value of the Stock-in-Trade. The appointment of the first Valuer shall be made by the Directors.

113.—At the Ordinary Meeting in every year the Directors shall submit a Balance Sheet containing a summary of the capital assets and liabilities of the Company and of the profits and losses when the last preceding statement and balance sheet were made or in the case of the first statement an abstract of the financial position of the Company to a date not more than four months before the meeting and they may submit a statement of the financial position of the Company for the period in question. A copy of such balance sheet and statement shall be sent to each Member of the Company five days at least before the Ordinary Meeting.

AUDIT.

114.—Once at least in every year the accounts of the Company shall be annually examined by an Auditor (or Auditors) who shall be a Public Chartered Accountant.

115. The first Auditor shall be elected by the Directors and he shall continue in office until the second Ordinary Meeting of the Company. Subsequent Auditors shall be appointed by the Company in General Meeting and shall hold office until the next Ordinary Meeting after appointment.

116. The remuneration of the first and all subsequent Auditors shall be fixed by the Directors.

117. If one Auditor only is appointed all the provisions herein contained relating to Auditors shall apply to him.

118. The Auditors may be Members of the Company but no Director or other Officer of the Company shall be eligible as an Auditor during his continuance in office and no other person who is interested otherwise than as a member in any transaction of the Company shall be eligible as an Auditor during the continuance of his interest.

119. Any retiring Auditor shall if then qualified be eligible for re-election.

120. If any casual vacancy occur in the office of an Auditor the Directors shall forthwith appoint a person or persons to supply the place until the next Ordinary General Meeting.

121. Every Auditor shall have a list delivered to him of all books kept by the Company and shall at all reasonable times have access to the books and accounts of the Company and he may in relation to such accounts examine any of the Directors or other officers of the Company.

122. The Auditors shall certify the correctness of the balance sheets and accounts and shall make a report thereon and such report shall be read together with the report of the Directors at the Ordinary Meeting.

NOTICES.

123. All notices may be served by the Company upon any member either personally or by leaving the same or sending them through the post in a prepaid letter addressed to such member at his registered address.

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

125. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be de-

livered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

126. A notice served upon any Member shall be binding on all persons claiming on his death or by any transmission of his interest.

127. A Member who shall not be described in the Register as having an address within the United Kingdom shall not be entitled to have any notice sent to him from the Company and the Registered Office of the Company shall be deemed the registered address of such member for the purpose of formal notice and all proceedings taken without other notice to any such Member shall be as valid as if he had had due notice thereof.

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

INDEMNITY.

129. The Directors Solicitors Auditors Secretary and other officers for the time being of the Company and every of them and every of their heirs executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions costs charges losses damages and expenses which they or any of them their or any of their heirs executors or administrators shall or may incur or sustain by or by reason of any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts receipts neglects or defaults of the other or others of them or joining in any receipt for the sake of conformity or for any bankers brokers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

Dated the 13th day of July 1896

Edwin Danks Oldbury Wireworks
Boiler Manufacturers.

Frederick Thomas Danks Oldbury
Wireworks Manager of Danks Works.

Reuben Farley
Cambridge House, West Bromwich
Staffordshire - Manufacturer

Thomas Bernard Hall

119 Colmore Row, Birmingham. Warwickshire
Consulting Engineer

Frederick John Gardner 342 Bradford Street
Birmingham Warwickshire Manufacturer

Walter Loveridge Wood/Union
Cannon Road - Erdington
Warwickshire - Gentleman

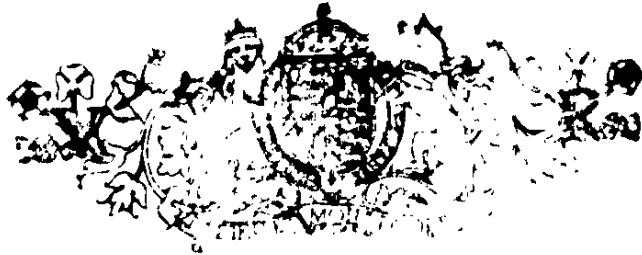
Richard Parsons, Stone Street, West-Smethwick
Staffordshire, Accountant, Clerk.

Dated the 13th day of July 1896

Witness to the signatures of Edwin Danks
Frederick Thomas Danks Reuben Farley Thomas
Bernard Hall Frederick John Gardner Walter
Loveridge Hodgkinson and Richard Parsons
William Shallock
Solicitor 83 Colmore Row, Birmingham

48829

47818



Certificate of Incorporation

Edwin Banks and company (Oldbury) Limited

I hereby Certify, That

Edwin Banks and company (Oldbury) Limited

is this day incorporated under the Companies Act, 1862, as Edwin Banks and company Limited.

and is registered at London the Eighteenth day of July One

The said Capital is divided into Ninety six

Shares of £30 -

and the paid up Capital is £100 -

L. J. Frank

Jordan & Sons, Limited
120 Chancery Lane.
W.C.

21st July 1896

No. of Certificate 48,829

66233
JUN 1911

THE COMPANIES (CONSOLIDATION) ACT, 1908.
COMPANY LIMITED BY SHARES.



(Copy.)

SPECIAL RESOLUTION

(Pursuant to the Companies (Consolidation) Act, 1908, secs. ¹²¹60 and ¹²¹70)
OF

EDWIN DANKS AND COMPANY (OLDBURY) LIMITED.

Passed 23rd May, 1911. Confirmed 8th June, 1911.

AT an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at the Registered Office of the Company, at the Boiler Works, Oldbury, in the County of Worcester, on 23rd day of May, 1911, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the members of the said Company, also duly convened and held at the same place, on the 8th day of June, 1911, the following Special Resolution was duly confirmed —

RESOLUTION.

“That the Articles of Association of the Company be altered in manner following:—

Article 5 shall be altered as follows:—

The latter portion of the Article commencing with the word “respectively” to the end of the Article shall be deleted and the following shall be substituted therefor:—

“by Section 70 of the Companies (Consolidation) Act 1908 ‘the Register’ means the Register of Members to be kept pursuant to Section 25 of the Companies (Consolidation) Act 1908.”

Article 7 shall be deleted and the following shall be substituted therefor:—

“7. The Company acting by the Directors may exercise all the powers conferred by Section 70 of the Companies (Consolidation) Act 1908.”

The following shall be substituted for the words “Companies Act 1867” in Article 8, viz.:—

“Companies Consolidation Act 1867 and to Article 8a hereof.

That the following Articles shall be inserted after Article 8 namely:—

“8a. The number of members for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company) is

"not to exceed fifty but where two or more persons
 "hold one or more shares in the Company jointly,
 "they shall, for the purposes of this paragraph, be
 "treated as a single member.

"8b. Any invitation to the public to subscribe for any
 "shares or debentures or debenture stock of the Com-
 "pany is hereby prohibited."

That Article 26 shall be cancelled and that in place thereof
 the following Article shall be substituted.

"The right to transfer shares in the Company is hereby
 "restricted in manner following namely:—

"(a) Save as provided by Sub-clause (h) hereof no
 "share shall be transferred to a person who is not a
 "member so long as any member or any person selected
 "by the Directors as one whom it is desirable in the
 "interests of the Company to admit to membership is
 "willing to purchase the same at the fair value.

"(b) Except where the transfer is made pursuant to
 "Sub-clause (h) hereof the person proposing to transfer
 "any share (hereinafter called 'the proposing transferor')
 "shall give notice in writing (hereinafter called 'the
 "transfer notice') to the Company that he desires to
 "transfer the same. Such notice shall specify the sum
 "he fixes as the fair value and shall constitute the
 "Company his agent for the sale of the Share to any
 "member of the Company or person selected as afore-
 "said at the price so fixed or at the option of the
 "purchaser at the fair value to be fixed by the Auditor
 "in accordance with these Articles. The transfer notice
 "may include several shares and in such case shall
 "operate as if it were a separate notice in respect of
 "each share. The transfer notice shall not be revocable
 "except with the sanction of the Directors.

"(c) If the Company shall within the space of 28 days
 "after being served with the transfer notice find a
 "member or person selected as aforesaid willing to
 "purchase the share (in this Article called 'the pur-
 "chaser') and shall give notice thereof to the proposing
 "transferor he shall be bound upon payment of the
 "fair value to transfer the share to the purchaser.

"(d) In case any difference arises between the proposing
 "transferor and the purchaser as to the fair value of

"a share the Auditor shall on the application of either
 "party certify in writing the sum which in his opinion
 "is the fair value and in so certifying the Auditor shall
 "be considered to be acting as an expert and not as
 "an arbitrator and accordingly the Arbitration Act 1889
 "shall not apply.

"(e) If in any case the proposing transferor after having
 "become bound as aforesaid makes default in trans-
 "ferring the share the Company may receive the
 "purchase money and shall thereupon cause the name
 "of the purchaser to be entered in the register as the
 "holder of the share and shall hold the purchase
 "money in trust for the proposing transferor. The
 "receipt of the Company for the purchase money shall
 "be a good discharge to the purchaser and after his
 "name has been entered in the register in purported
 "exercise of the aforesaid power the validity of the
 "proceedings shall not be questioned by any person.

"(f) If the Company shall not within the space of
 "28 days after being served with the transfer notice
 "find a member or person selected as aforesaid willing
 "to purchase the share and give notice in manner
 "aforesaid the proposing transferor shall at any time
 "within three calendar months afterwards be at liberty
 "subject to Sub-clause (i) hereof and Article 8a to sell
 "and transfer the share or those not placed to any
 "person and at any price.

"(g) The Company in general meeting may make and
 "from time to time vary rules as to the mode in
 "which any share specified in any transfer notice shall
 "be offered to the members and as to their rights in
 "regard to the purchase thereof and in particular may
 "give any member or class of members a preferential
 "right to purchase the same. Until otherwise determined
 "every such share shall be offered to the members in
 "such order as shall be determined by lots drawn in
 "regard thereto and the lots shall be drawn in such
 "manner as the Directors think fit.

"(h) Subject to Article 8a any share may be trans-
 "ferred by a member to any other member or to any
 "child or other issue son-in-law daughter-in-law father
 "mother brother sister nephew niece wife or husband

"of any member and any share of a deceased member
 "may be transferred by his executors or administrators
 "to any child or other issue son-in-law daughter-in-law
 "father mother brother sister nephew niece widow or
 "widower of such deceased member and shares standing
 "in the name of the trustees of the will of any deceased
 "member may be transferred upon any change of
 "trustees to the trustees for the time being of such
 "will.

"(i) The Directors may refuse to register any transfer
 "of a share (1) where the Company has a lien on the
 "share or (2) where the share is partly paid and it
 "is not proved to their satisfaction that the proposed
 "transferee is a responsible person or (3) where the
 "transfer is not made pursuant to Sub-clause (h) hereof
 "and the Directors are of an opinion that the proposed
 "transferee is not a desirable person to admit to
 "membership."

In Article 29 the words "executing a transfer in accordance with" shall be deleted and the words "subject to" shall be substituted therefor.

In Article 34 the words "subject to the provisions of Article 8a hereof" shall be inserted after the word "may."

In Article 38 the words "subject to the provisions of Article 8a hereof" shall be inserted after the words "the Directors may."

The latter portion of Article 40 commencing with the words "provided always" down to the end of such Article shall be deleted.

Article 44 shall be deleted.

In Article 45 the words "in addition to their power of borrowing on security" shall be deleted and the following words shall be added at the end of the Article "and such money may be borrowed either with or without security but the amount so borrowed at any one time shall not exceed £30,000 without the sanction of the Company in general meeting."

In Article 50 the words "holding in the aggregate one seventh of the issued capital" shall be deleted.

In Article 55 the word "four" shall be deleted and the word "two" shall be substituted therefor.

In Article 56 the words "or under Section 66 of the Companies (Consolidation) Act 1908" shall be inserted between

the words "under the powers aforesaid" and the words "shall be dissolved."

The first portion of Article 87 down to and including the words "provided that" shall be deleted and the following shall be substituted therefor:—

"The Company may in general meeting reduce the number of Directors but so that the total number may never be less than two nor more than seven."

The following words shall be added at the end of Article 91.—

"but he shall be counted for the purpose of forming a quorum at any meeting at which he shall be present as a Director. A Director shall be entitled to vote upon any transaction in connection with a Company of which he shall be a member."

In Article 93 the words "(such remuneration however not being less than £100 per annum for each Director)" shall be deleted.

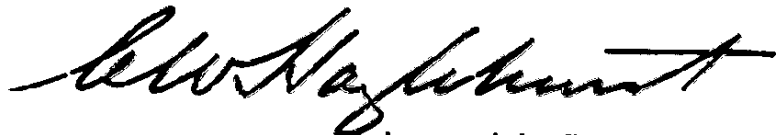
Article 112 shall be deleted.

Article 116 shall be deleted and the following shall be substituted therefor:—

"The remuneration of Auditors appointed subsequent to the 30th day of June 1911 shall be fixed by the Company in General Meeting.

Articles 117 to 122 both inclusive shall be cancelled.

Dated this 8th day of June, 1911.



Chairman of the Company.



Secretary.

Oldbury.
Birmingham.

Filed with the Registrar of Joint Stock Companies on the 9th day of June, 1911.



56



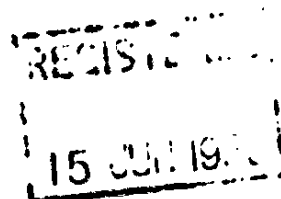
THE COMPANIES ACT 1929.

Special Resolution

— OF —

Edwin Danks and Company (Oldbury) Limited.

Passed 14th June 1933.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Balcock House Farringdon Street London E.C.4 on the 14th day of June 1933 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

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

Presented for filing by:-

W. D. Danks & Co. Ltd. FARRINGTON STREET

W. D. Danks
June 14th 1933
Chairman of the
Meeting.

[Adopted by Special Resolution passed on
the 14th day of June 1933.]

D. B. Dixon
Chairman
of the Company.

THE COMPANIES ACTS 1862 to 1929.

COMPANY LIMITED BY SHARES.

Substituted

Articles of Association

— OF —

**EDWIN DANKS AND COMPANY
(OLDBURY) LIMITED.**

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in the Table "A" in the First Schedule to the Companies Act 1929 (hereinafter called "Table A") shall apply to the Company.

SHARES.

2. In Clause 2 of Table A the words "Extraordinary Resolution" shall be substituted for the words "Special Resolution."

3. No invitation shall be made to the public to subscribe for any shares or debentures or debenture stock of the Company.

4. Subject to the provisions of any Agreement to which the Company may be a party the shares shall be under the control of the Directors who may allot and dispose of the same as they think fit. Shares may be issued at par or at a premium.

5. The Company may pay a commission not exceeding ten per cent. of the amount subscribed to any person subscribing or procuring the subscription of any shares or debentures of the Company such commission may be paid either in cash or in shares of the Company or partly in one way and partly in another.

6. 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) shall not at any time exceed fifty provided that for the purposes of this provision where two or more persons hold one or more shares in the Company jointly they shall be treated as a single Member in respect thereof.

7. 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 recognise any person as holding any share upon any trust or be bound to recognise any equitable or other claim to or interest in such share or in any fractional part of a share on the part of any other person although having notice thereof.

LIEN.

8. The lien under Clause 7 of Table A shall extend to fully paid-up shares and to all shares of which any member indebted or under liability to the Company is the registered holder whether solely or jointly with one or more persons and to all dividends from time to time declared in respect of shares held as aforesaid by such person but unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) upon such shares.

9. The proceeds of sale of such shares and the amount of such dividends (if any) (instead of being applied as in Clause 10 of Table A provided) shall be applied in payment of the debts liabilities and

engagements solely or jointly with any other person of such member to or with the Company as and when the period for the payment fulfilment or discharge thereof respectively arrives and any surplus shall be paid to the member his executors administrators or assigns.

CALLS ON SHARES.

10. In Clause 11 of Table A the words "time when the last preceding call was payable" shall be substituted for the words "last call" and the following words shall be added at the end of the same clause namely:—"A call shall be deemed to have been made at the time when the Resolution of the Directors authorising such call was passed."

TRANSFER AND TRANSMISSION OF SHARES.

11. In Clause 19 of Table A the words "not being fully paid shares" shall be struck out.

12. No share shall be issued or transferred to any person without the consent of the Directors and no share shall in any circumstances be transferred to any infant bankrupt or person of unsound mind.

FORFEITURE OF SHARES.

13. At the end of Clause 23 of Table A the following words shall be added "and all expenses that may have been incurred by the Company by reason of such non-payment."

14. At the end of Clause 25 of Table A the following words shall be added "such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture."

GENERAL MEETINGS.

15. In Clause 39 of Table A the words "as may be prescribed by the Company in General Meeting or in default at such time in the third month following that in which the anniversary of the Company's incorporation occurs and at such place" shall be struck out.

PROCEEDINGS AT GENERAL MEETINGS.

16. Two members personally present shall be a quorum for a General Meeting and Clause 45 of Table A shall be altered accordingly.

17. Clauses 47 and 48 of Table A shall be deleted and the following substituted therefor:—

“ At every General Meeting of the Company the Chairman of the Board or failing him the Managing Director of the Company shall be Chairman of the Meeting. If at any General Meeting neither of such officers shall be present within ten minutes after the time appointed for holding the meeting the Members present shall choose one of their number to act as Chairman of the meeting.”

VOTES OF MEMBERS.

18. An instrument appointing a proxy may appoint several persons in the alternative and Clause 61 of Table A shall be modified accordingly.

DIRECTORS.

19. Clauses 64 66 and 82 of Table A shall not apply.

20. Unless and until otherwise resolved by the Company in General Meeting the number of Directors shall not be less than two nor more than seven.

21. The qualification of a Director (other than an alternate Director) shall be the holding in his own name of not less than 200 shares in the Capital of the Company. An alternate Director shall not require any share qualification.

22. Each Director shall have the power by notice in writing to the Company to nominate any person (including another Director) to act as alternate Director in his place at any meeting or meetings of the Directors at which he is unable to be present and at his discretion by

notice in writing to the Company to remove such alternate Director and on appointment being made the alternate Director shall (except as regards share qualification if any) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise the powers and discharge all the duties of the Director he represents but shall look to the Director by whom he had been nominated solely for his ordinary remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company. Any person appointed as an alternate Director shall vacate his office as an alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

23. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two Directors personally present. A Director acting personally and also as alternate Director shall not constitute a quorum.

24. A Resolution in writing signed by all the Directors acting personally and by the alternate Director or alternate Directors appointed as aforesaid shall be valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

25. If a Director or alternate Director shall perform special services or make special exertions in going abroad or otherwise for any of the purposes of the Company he shall be entitled to receive extra remuneration. Such extra remuneration may be fixed by the Directors and may be a lump sum or a percentage of profits or otherwise as may be determined and shall be in addition to the ordinary Directors remuneration (if any) and shall be charged as part of the ordinary working expenses of the Company.

26. Each Director and alternate Director shall be entitled to be paid by the Company as and when incurred all travelling and other expenses properly incurred by him in attending Meetings of Members and of Directors of the Company and in respect of any business of the Company entrusted to him.

BORROWING POWERS.

27. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sums of money for the purposes of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds debentures or debenture stock charged upon all or any part of the property of the Company (present and future) including its uncalled capital for the time being and Clause 69 of Table A shall not apply.

DISQUALIFICATION OF DIRECTORS.

28. Sub-clauses (b) and (g) of Clause 72 of Table A and the word "or" at the end of sub-clause (f) of that Clause and the proviso at the end of that Clause shall not apply.

29. A Director or alternate Director may hold any other office or place of profit under the Company (except that of Auditor). No Director or alternate Director shall be disqualified by his office from contracting with the Company either as vendor purchaser agent or otherwise nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be avoided nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised under any such contract or arrangement by reason only of such Director or alternate Director holding that office or of the fiduciary relations thereby established but it is declared that the nature and extent of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest. Any Director or alternate Director may as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he shall so vote his vote shall be counted. A general notice that a Director or alternate Director is a member of any specific firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Clause as regards such Director or alternate Director and the said transactions and after such general notice it shall not be necessary for such Director or alternate Director to give a special notice of any particular transaction with that firm or company.

30. A Director or alternate Director may be or become a Director or member of any company promoted by this Company or in which this Company may be interested as a vendor shareholder or otherwise and no such Director or alternate Director shall in the absence of agreement be accountable for any benefits received as Director or member of such company.

31. Clause 66 of Table A shall not apply. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Manager or Secretary of the Company and may also from time to time appoint any other person or persons to the office of Manager or Secretary. Any such appointment may be with such powers and authorities and be for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way or partly in another) as the Directors may think fit. A Director so appointed to be Managing Director or Manager shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation or retirement of Directors but his appointment as Managing Director or Manager shall be subject to determination *ipso facto* if he ceases from any cause to be a Director or if the Company in General Meeting shall resolve that his tenure of the office of Managing Director or Manager be determined.

32. Clause 73 of Table A shall not apply. At the Ordinary General Meeting in the year 1934 and in every subsequent year one third of the Directors for the time being or if their number is not three or a multiple of three then the number nearest one third shall retire from office.

33. In Clause 83 of Table A the words "or sole Director if there shall from any cause be only one Director" shall be added after the words "the continuing Directors" where they first appear and the words "or such sole Director" shall be added after the words "the continuing Directors" where they again appear.

ACCOUNTS

34. Clause 101 of Table A shall not apply.

WINDING UP.

35. If the Company be wound up (either voluntarily or otherwise) the Liquidator may with the sanction of an Extraordinary Resolution divide amongst the contributories in specie any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit but so that no member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY.

36. 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 out of the funds of the Company to pay all costs losses and expenses which any such Director 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 discharge of his duties or by reason of any contract entered into or act done by him for the benefit of the Company (including any guarantee given by him) 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.

37. Subject to the provisions of Section 152 of the Companies Act 1929 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 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 happen through his own wilful act or default

Special Resolution

- OF -

EDWIN DANKS & COMPANY (Oldbury) LIMITED

PASSED 14th FEBRUARY, 1957

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Babcock House, 209, Euston Road, London N.W.1. on the 14th day of February, 1957 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

"That the Articles of Association of the Company be altered by the addition thereto, as Articles 38 and 39 respectively of clauses 128 and 129 of Table A in the first Schedule to the Companies Act 1948."

Certified a TRUE COPY

Kenneth Crawford
CHAIRMAN.

KENNETH CRAWFORD

CHAIRMAN

102

THE COMPANIES ACT 1948

Ordinary Resolution

- OF -

EDWIN DANKS & COMPANY (Oldbury) LIMITED

PASSED 14th FEBRUARY, 1957

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Babcock House, 209, Euston Road, London N.W.1. on the 14th day of February, 1957 the following Resolution was duly passed as an ORDINARY RESOLUTION:—

RESOLUTION.

"That the Capital of the Company be increased to £750,000 by the creation of 130,000 new Ordinary Shares of £5 each ranking pari passu with the existing Ordinary Shares."

CERTIFIED A TRUE COPY

CHAIRMAN

KENNETH CRAWFORD

CHAIRMAN

NO. OF COMPANY 48,829

103

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 of the Stamp Act, 1891.

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

NAME OF
COMPANY

EDWIN DANKS & COMPANY (OLDBURY)

LIMITED

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE. - Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1223(8)L

Presented for registration by

The Secretary,

EDWIN DANKS & COMPANY (OLDBURY) LIMITED,

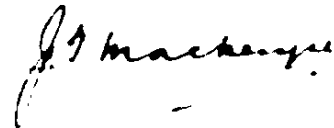
The Nominal Capital

OF

EDWIN DANKS & COMPANY (OLDBURY) LIMITED,

has by a Resolution of the Company dated the fourteenth day
of February, 1957, been increased by the addition thereto of
the sum of Six Hundred and Fifty Thousand Pounds,
divided into One hundred and Thirty Thousand Ordinary Shares
of FIVE POUNDS each,
beyond the Registered Capital of One Hundred Thousand Pounds

*Signature



Description SECRETARY

Date 27th February, 1957.

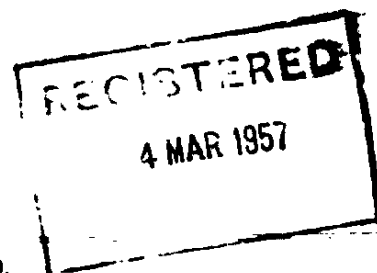
THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

EDWIN DANKS & COMPANY (OLDBURY) LIMITED.



Cat. No. C.F.10.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C. 2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C. 4.

Law Stationers and Company Registration Agents

P138 S2025.10(1)

Presented by

The Secretary,

EDWIN DANKS & COMPANY (OLDBURY) LIMITED,

OLDBURY, BIRMINGHAM.

24263

To the REGISTRAR OF COMPANIES.

EDWIN DANKS & COMPANY (OLDBURY) LIMITED,
hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Ordinary Resolution of the Company dated the
fourteenth day of February 1957 the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 650,000 beyond the registered Capital of £ 100,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
130,000	Ordinary	£ 5

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 :—

Pari passu with existing Ordinary Shares

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

J. J. MacCarthy

(State whether Director, or Secretary)

SECRETARY

Dated the Twentieth day of February 1957.

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

(b) Delete as appropriate.

ET EDWIN DANKS AND COMPANY (OLDBURY) LIMITED whose office is situate at Babcock House, 209 Euston Road, London N. W. 1 (hereafter called "the Company") of the one part AND THOMAS MACKENZIE of 222 Oak Road, West Bromwich of the holders of Ordinary Shares in the capital of the Company of the other part.

WHEREAS

A. At an Extraordinary General Meeting of the Company held on Thursday, 14th February 1957 it was resolved pursuant to Article 38 of the Company's Articles of Association as follows, that is to say :-

THAT it is desirable to capitalise the sum of £681,000 standing to the credit of General Reserve and that accordingly such sum be capitalised and appropriated as capital to and amongst the holders of Ordinary Shares registered in the books at the close of business on the date of this Meeting in proportion to their holding of Ordinary Shares on this date on condition that the Directors shall apply the sum so capitalised in paying up in full 136,200 Ordinary Shares of £5 each in the capital of the Company to be allotted and distributed (subject to the provisions of Articles 38 and 39 of the Company's Articles of Association) to and amongst such holders of Shares in such proportion as aforesaid, provided that such new Ordinary Shares shall not rank for dividend in respect of the year ended 30th September 1956, but in other respects shall rank pari passu with the existing issued Ordinary Shares.

B. Pursuant to Article 39 of the Company's Articles of Association, the said Joseph Thomas Mackenzie has been duly authorised by the Directors of the Company on behalf of all the said holders of Ordinary Shares to enter into this Agreement.

NOW THEREFORE IT IS AGREED as follows :-

1. The Company shall allot to each person, who at the close of business on 14th February 1957, was a holder of Ordinary Shares in the capital of the Company, the nearest whole number of new Ordinary Shares of £5 each in the capital of the Company, credited as fully paid up, which bears the same proportion to the total of 136,200 new Ordinary Shares to be allotted and distributed as aforesaid as his holding at the close of business on 14th February, 1957 bore to the total number of the issued Ordinary Shares in the capital of the Company on that date.

2. The said new Ordinary Shares shall not rank for dividend in respect of the year ended 30th September, 1956, but in other respects shall rank pari passu with the existing issued Ordinary Shares.

The Shares to be allotted pursuant to Clause 1 hereof shall be accepted by each holder of Ordinary Shares in satisfaction of his due proportion of the before rectified capitalised sum.

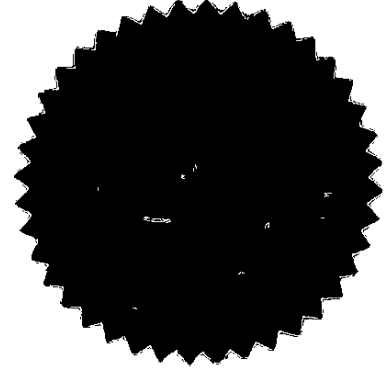
IN WITNESS whereof the Parties hereto have hereunto set their hands and Seals on the date first above mentioned.

The Common Seal of
EDWIN DANKS AND COMPANY (OLDBURY) LIMITED
was hereunto affixed in the presence of :-

..... *[Signature]* Director

..... *[Signature]* Secretary.

L. S.



Signed, Sealed and Delivered by
the said JOSEPH THOMAS MACKENZIE
in the presence of :-

L. S.

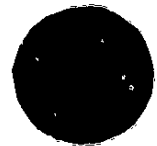
Witness, *[Signature]*

Address... *[Signature]*

..... *[Signature]*

Occupation. *[Signature]*

[Signature]





Special Resolution

- OF -

EDWIN DANKS & COMPANY (Oldbury) LIMITED

PASSED 7th OCTOBER, 1960

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at Babcock House, 209 Euston Road, London, N.W.1. on the 7th day of October, 1960 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Memorandum of Association of the Company be and it is hereby altered by inserting a new paragraph in clause 3 thereof immediately after sub-paragraph (b) as follows:-

- (c) (i) To design plant, apparatus, machinery and processes for the manufacture, processing or treatment of chemical and agricultural substances of all kinds, and to act as consultants and advise on all matters of design construction and erection of such plant, apparatus, machinery and processes.
- (ii) To manufacture and procure the manufacture of all such plant, apparatus and machinery as is referred to in sub-paragraph (i) hereof and to erect or procure the erection of the same.
- (iii) To buy, sell and operate all such plant, apparatus and machinery, as is referred to in sub-paragraph (i) hereof and to buy and sell chemical and agricultural substances of all kinds."

RECEIVED
17 OCT 1960

CERTIFIED A TRUE COPY

Secretary

KENNETH CRAWFORD
CHAIRMAN

No. 4882^o

The Companies Acts 1862 to 1948

COMPANY LIMITED BY SHARES

Memorandum
of
Association
OF

Edwin Danks and Company (Oldbury) Limited

(Amended by Special Resolution passed on the 7th day of October 1960)

INCORPORATED THE 18th DAY OF JULY 1896

NICHOLLS & CO.
17 Farringdon Street
London E.C.4.

Edwin Danks and Company (Oldbury) Limited

114
The Companies Acts 1862 to 1948.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

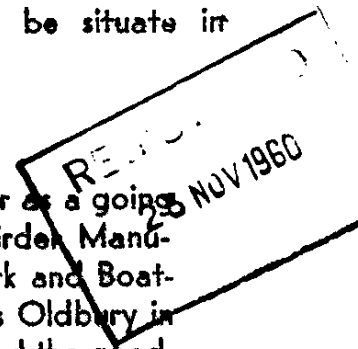
Edwin Danks and Company (Oldbury) Limited

1. The name of the Company is "EDWIN DANKS AND COMPANY (OLDBURY) LIMITED."

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

3. The objects of the Company are :—

- (a) To purchase or otherwise acquire and take over as a going concern the business of a Boiler Tank and Girder Manufacturer Engineer and Constructor of Iron-work and Boat-builder carried on at the Oldbury Boiler Works Oldbury in the County of Worcester by EDWIN DANKS and the goodwill thereof together with the freehold lands works buildings plant machinery stock-in-trade tools and all other real and personal property capital and assets used in the said business or such part or parts thereof as may be deemed advisable and to acquire and undertake all or any of the assets liabilities contracts and agreements of and relating to the said business and to pay therefor either in Cash Debentures Debenture Stock Preference or Ordinary Shares of the Company and such shares may be either partly or fully paid or partly by each or by some of the modes aforesaid or in such manner as



may be thought expedient and with a view thereto to enter into adopt and carry into effect (with or without any modification or alterations) the agreement referred to in Clause 3 of the Company's Articles of Association.

- (b) To carry on the business so to be acquired and to develop and extend the same and generally to carry on in all or any of their branches all or any one or more of the following businesses that is to say the Businesses of Boiler Makers Tank Makers Girder Makers Engineers Constructors of Iron Work Boatbuilders Iron Bridge Makers Tool Makers Iron Masters Iron Founders Iron Roof Makers Brass and Copper Workers Millwrights Blacksmiths Smelters Steel Converters Steel Rollers Iron and Steel Plate Manufacturers Iron and Steel Cable Makers Metal Workers Manufacturers of Agricultural and other Implements Carriage and Engine Builders Wheelwrights Shipbuilders Electricians Electrical Consulting and Mechanical Engineers and Makers and Constructors of all kinds of Iron and Steel work Merchants and to buy sell let manufacture repair manipulate dispose of use or deal (both wholesale and retail) in anything authorised to be produced or manufactured by the Company or of a similar character and any article generally used or capable of being used in any such production or manufacture and in Steam Hydraulic Pneumatic and other engines machines plant machinery rolling stock iron and steel implements tools appliances fittings apparatus utensils materials and commodities of all kind; which can conveniently be dealt in by the Company in connection with any of its objects or the above specified businesses and to carry on any other businesses whether manufacturing or otherwise which can be conveniently carried on in connection with the above businesses or any of them or which it may be considered advantageous to carry on in connection with any of the Company's objects or which may be calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (c) To construct or erect or procure the construction or erection of buildings of all kinds upon any lands belonging to or in which the Company is interested and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company and to lay out land for building

purposes and to build or improve let on building leases advance moneys to persons building and enter into contracts and arrangements of all kinds with builders tenants and others or otherwise develop the same in such manner as may seem expedient to advance the Company's interest.

- (i) To design plant apparatus machinery and processes for the manufacture processing or treatment of chemical and agricultural substances of all kinds and to act as consultants and advise on all matters of design construction and erection of such plant apparatus machinery and processes.
- (ii) To manufacture and procure the manufacture of all such plant apparatus and machinery as is referred to in sub-paragraph (i) hereof and to erect or procure the erection of the same.
- (iii) To buy sell and operate all such plant apparatus and machinery as is referred to in sub-paragraph (i) hereof and to buy and sell chemical and agricultural substances of all kinds.
- (d) To purchase or otherwise acquire and undertake the whole or any part of the business property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (e) To make any experiments and exhibitions in connection with any business of the Company and to apply for purchase or otherwise acquire any patents brevets d'invention concessions licenses and the like conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use exercise develop grant licenses in respect of or otherwise turn to account the property rights and information so acquired.

- (f) To construct carry out maintain improve manage work control and superintend any roads ways tramways railway branches or sidings bridges reservoirs canals docks wharves watercourses hydraulic works gas works electric works factories warehouses and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects and to join in contribute or subsidize or otherwise assist or take part in any such operations.
- (g) To enter into any arrangements with any governments or authorities supreme municipal local or otherwise and to obtain from any such government or authority all rights concessions and privileges that may seem conducive to the Company's objects or any of them.
- (h) To co-operate in any manner or enter into agreements relative to the method of carrying on business and to enter into partnership or into any arrangements for sharing profits union of interest joint adventure reciprocal concession or co-operation with any person or company carrying on or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such Company and to sell hold re-issue with or without guarantee or otherwise deal with such shares or securities.
- (i) Generally to purchase take on lease or in exchange hire or otherwise acquire absolutely or for any term estate or interest and on any terms any real or personal property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and in particular any lands buildings works businesses iron and other mines minerals easements licenses concessions patents machinery ships barges rolling stock plant and stock-in-trade.
- (j) To apply the money of the Company in any way in or towards

the establishment maintenance or extension of any association institution or fund in anywise connected with any particular trade or with trade or commerce generally and particularly with the Boiler Tank Girder Engineering Boatbuilding Steel Iron and Coal industries or any industry allied thereto or which the Company have power to carry on including any association institution or fund for protection of the interests of masters owners or employers or for insurance against loss by strikes workmen's combinations accidents or otherwise or for the benefit of any workmen or others at any time employed by the Company or their families and whether or not in common with other classes of persons and to subscribe or guarantee money for charitable or benevolent purposes friendly co-operative and other societies reading rooms libraries educational and charitable institutions churches chapels schools and hospitals to grant pensions and allowances and to contribute to any fund raised by local or public subscriptions for any purpose whatever.

- (k) To sell let lease or otherwise dispose of the whole or any part of the undertaking business lands buildings assets and property of the Company for such consideration rent or otherwise as may be thought fit and in particular to accept payment in cash or wholly or in part in shares Debentures Debenture Stock Mortgages or obligations of any other company and to promote and form any company intended to purchase or take on lease any property of the Company or to use anything made or produced by the Company or which it may be considered will help the Company in its business and to subscribe absolutely or subject to any condition or contingency for or to acquire in any way any of such Company's Shares or obligations and as to all or any Shares or obligations acquired by the Company either to hold the same or to sell or re-issue with or without guarantee or to distribute them or any other assets of the Company in specie upon a division of profits or distribution of capital among the members.
- (l) To enter into any arrangements for sharing profit co-operation joint adventure or reciprocal concession with any other person or company carrying on or about to carry on or engage in any business or transaction which may seem calcu-

lated directly or indirectly to benefit this Company and to give to any person or company special rights and privileges in connection with or control over the Company.

- (m) To borrow and raise money in any manner authorised by the Articles of Association and on any terms.
- (n) For securing any moneys borrowed or any debts owing by the Company or for any purpose and in any manner and form from time to time to mortgage or charge the whole or any part of the assets undertaking and property of the Company both present and future and both real and personal and including its unpaid calls and uncalled capital for the time being and to create give and issue at par or at a premium or discount Mortgage Debentures perpetual or redeemable debenture stock bonds or other obligations and either with or without any mortgage or charge on all or any part of such assets undertaking property and unpaid and uncalled money and with power to redeem and contract to redeem any Mortgages Debentures Debenture Stock or Securities either at a premium or discount and to set aside and provide a fund or funds for the redemption thereof.
- (o) To confer upon any encumbrancer or trustee for any encumbrancer of uncalled capital such powers of making and enforcing calls as may be thought fit.
- (p) To make draw accept endorse and negotiate respectively promissory notes Bills of exchange cheques and other negotiable instruments.
- (q) To pay all preliminary expenses of the formation and registration of the Company or any Company promoted or formed by the Company and all incidental expenses connected therewith and to remunerate by commission or brokerage any person or company for services rendered in placing or assisting to place or guaranteeing the placing of or otherwise in connection with the issue of any of the Shares in the Company's capital or any Debentures Debenture Stock or other securities of or in or about the promotion of this or any such other company or the conduct of the business of this or

any such other company.

- (r) To lend money to such persons and on such terms as may seem expedient and to guarantee the payment of money by or the performance of any contract engagement or obligation by any person or persons or by any customers of or persons having dealings with the Company or by any Company with which the Company may have business relations.
- (s) To apply for at the cost of the Company and obtain any provisional order or Act of Parliament or order or decree of any court enabling the Company to extend its objects or to carry any of its objects into effect or effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to benefit the Company and to oppose any provisional order or Bill in Parliament which may seem directly or indirectly opposed to the Company's interests.
- (t) To do anything by this Memorandum of Association authorised in any part of the world and as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (u) To incorporate the Company or otherwise procure the Company to be constituted registered or recognised in accordance with the laws in force in any country in which the Company may desire to carry on business. And to apply for and accept or acquire upon any terms any license or concession and by the deposit of money or otherwise to comply with the terms of any such concession or any terms precedent to its being granted.
- (v) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause (except where used in reference to this Company) shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United

Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraphs be in no wise limited by reference to any other paragraph.

4 The liability of the members is limited.

5. The capital of the Company is £100,000 divided into 20,000 shares of £5 each with power to increase and with power from time to time to issue any shares of the original or new capital with any preference or priority in the payment of dividends or the distribution of assets or otherwise over or as shares ranking equally with any other shares whether ordinary or preference and whether issued or not and with any special or without any right of voting and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the Shares resulting from such sub-division.

*certified a true copy of the
Memorandum of Association as amended
by Special Resolution passed 7th October 1960.*

H. J. [Signature]

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 to our respective names.

Dated the 13th day of July 1896.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
EDWIN DANKS Oldbury Worcestershire Boiler Manufacturer.	One Share
FREDERICK THOMAS DANKS Oldbury Worcestershire Manager of Boiler Works.	One Share
REUBEN FARLEY Cambridge House West Bromwich Staffordshire Manufacturer	One Share
THOMAS BERNARD HALL 119, Colmore Row Birmingham Warwickshire Consulting Engineer	One Share
FREDERICK JOHN GARDNER 342 Bradford Street Birmingham Warwickshire. Manufacturer	One Share
WALTER LOVERIDGE HODGKINSON Norwood House Erdington Warwickshire Gentleman.	One Share
RICHARD PARSONS Stone Street West Smethwick Staffordshire Accountants' Clerk	One Share

Dated the 13th day of July 1896.

Witness to the signatures of:—

EDWIN DANKS FREDERICK THOMAS DANKS REUBEN FARLEY
THOMAS BERNARD HALL FREDERICK JOHN GARDNER WALTER
LOVERIDGE HODGKINSON AND RICHARD PARSONS.

WILLIAM SHAKESPEARE Solicitor
83 Colmore Row
Birmingham.

The Companies Acts, 1862 to 1948

COMPANY LIMITED BY SHARES

**Memorandum
of Association**

— OF —

**Edwin Danks and Company (Oldbury)
Limited**

NICHOLLS & CO.
17 Farringdon Street
London E.C.4.

Printed by B. J. Nicholls & Co. Ltd.

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company

EDWIN DANKS & COMPANY (OLD BURY) LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at


EDWIN DANKS & COMPANY (OLD BURY) LTD -

HEAD OFFICE,

P.O. Box 4,

OLD BURY, WATLEY, WORCS.

Signed



State whether Director or Secretary

SECRETARY

Date

2nd APRIL 1968

Presented by :

Presenter's reference :

Form No. R6
(No fee payable)

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Glasgow, C.2.

Companies 23

F15895.1 11-67

THE COMPANIES ACTS 1948-1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

EDWIN DANKS AND COMPANY (OLDBURY) LIMITED

Passed 31st August 1983

At an extra-ordinary general meeting of the Company held on 31st August 1983, the following special resolution was passed unanimously:

THAT the regulations contained in the typed document marked 'A' now produced to the meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all its existing Articles of Association.

Qua

CHAIRMAN OF THE MEETING



Company Number: 48829

Lin ^M

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

* * * *

A R T I C L E S O F A S S O C I A T I O N

of

EDWIN DANKS AND COMPANY (OLDBURY) LIMITED

* * * *

As Adopted on 31st August 1983

PRELIMINARY

1. The Company is a private company limited by shares. The regulations contained in Table A in the First Schedule to the Companies Act 1948 (The Act) as amended by the Companies Acts 1948 to 1981 (hereinafter called Table A) shall apply to the Company so far as the same are not excluded or varied hereby. Regulations 5, 24, 66, 70, 71, 73a, 75, 77, 79, 87, 89, 90, 91, 93, 94, 106, 107 and 108 of Table A shall not apply to the Company.
2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles.



SHARE CAPITAL AND VARIATION OF CLASS RIGHTS

3. The authorised capital of the Company at the date of the adoption of these Articles of Association is £750,000 divided into 150,000 ordinary shares of £5 each.
4. If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital shall (unless otherwise expressly provided by the terms of the issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

LIEN

5. In regulation 11 of Table A the words "(not being a fully paid share)" shall be omitted.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Companies Acts 1948 to 1981 a resolution in writing signed by all the members of the Company who, at the date of such resolution, were entitled to receive notice of and to attend and vote at general meetings or their duly appointed attorneys,

shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

PROXIES

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the directors may approve.

MEETINGS

8. At any general meeting a poll may be demanded by the chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting 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 result of the voting.

DIRECTORS

10. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the directors may determine.
11. The directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and, subject to the Statutory provisions relating to the rights of members and any resolutions of the Company passed pursuant thereto, to issue debentures, debenture stock and other securities.
12. A director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with Section 199 of the Act.

Subject to such disclosure, a director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be taken into account in ascertaining whether a quorum is present. Paragraphs (1), (2) and (4) of Regulation 84 of Table A shall not apply.

13. The last sentences of Regulations 95 and 97 of Table A shall not apply.

14. So long as any member shall be the holder of not less than 95% of the share capital of the Company for the time being issued such member shall be entitled at any time and from time to time in writing under his hand (or, if such member shall be a corporation, then under the hand of a duly authorised officer)

(i) to appoint any person to be a director of the Company.

(ii) to remove any director from office.

The total number of directors shall not at any time be less than two.

15. (a) A director may appoint any other director, or any other person approved by the directors, as his alternate; and may at any time revoke any such appointment.
- (b) An alternate director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of directors to attend and vote as a director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a director. A director present at a meeting of directors and appointed alternate for another director shall have an additional vote for each of his appointors absent from such meeting.
- (c) An alternate director shall be deemed an officer of the Company and not the agent of his appointor. An alternate director shall and his appointor shall not be entitled to receive from the Company the whole or such part of the appointor's remuneration as the appointor shall direct.
- (d) An alternate director shall cease to be an alternate director if for any reason his appointment is revoked or his appointor ceases to be a director.

- (e) All appointments and revocations of appointments of alternate directors shall be in writing under the hand of the appointor left at the Company's registered office.

16. Notwithstanding the provisions of Section 185 of the Act, any person who has attained the age of seventy years may be appointed or elected to the office of director in like manner and without further formality than is required in the case of a person who has not attained that age, and no director shall vacate his office or be required to retire by reason of his having attained any particular age.

17. (i) The directors may from time to time appoint one of their body to the office of Managing Director or to any other office or employment under the Company (except that of Auditor) for such period and on such terms as they think fit and may also maintain any person appointed to be a director in any other office or employment held by him before he was appointed, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

(ii) Subject to outstanding agreements the remuneration of any Managing Director for his services as such shall be determined by the directors and may be of any description and (without limiting the generality of the foregoing) may include his admission to or retention of membership of any schemes, funds or policy instituted or financed or contributed to by the Company or any subsidiary thereof for the provision of pension, life assurance or other benefits for directors or their dependants, or for the payment of a pension or other benefits to him or his dependants on or after retirement or death, irrespective of membership of any such scheme or fund.

18. A resolution in writing signed by all the directors for the time being present in the United Kingdom, or by their alternates, shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors or their alternates.

19. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and may give or procure the giving of pensions, allowances, gratuities or bonuses to any

persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated in business with the Company or with any such subsidiary company, or of any business acquired by the Company or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons. Any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus, any may vote in favour of the exercise of any of the powers aforesaid, notwithstanding that he is or may become interested therein.

NOTICES

20. In regulation 131 of Table A the words "in the case of a notice of meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP

21. In regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division", and the word "members" shall be substituted for the word "contributories".

* * * *

48,829 / 179.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

RESOLUTION OF

EDWIN DANKS AND COMPANY (OLDBURY) LIMITED

At the annual general meeting of the Company held on 16 April 1984, the following resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

IT WAS RESOLVED THAT as the Company was dormant within the meaning of Section 12 of the Companies Act 1981 during the last financial year and while it continues to be so dormant, auditors be not appointed to the Company.

Dated this 16th day of April 1984



CHAIRMAN



G

225(2)

40000

Edwin Danks and Company (Oldbury) Ltd

Law Miller

31/03

: 31/03 :
 +-----+
 The current accounting reference period of the company is to be
 treated as ~~(extended)~~ (extended) and ~~is to be treated as having come~~
~~to an end~~ (will come to an end) on

Q1a. Month Year

31/03/1988

31/03/1988 !

This notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(1)(c) of the Companies Act 1985, the following statement should be completed:
I am a [subsidiary] [holding company] of

The company is a [subsidiary] ~~(noting company)~~ of
FXI Babcock PLC

FKI Babcock PLC
company number 164945
the accounting reference date of which is 31/03

21.50

~~(Director)~~ (Secretary) Date 4/2/68

2020-01-13 14:00:00 and
2020-01-13 14:00:00

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General Section

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