

number of
certificate }

92187

Form No. 50.

THE COMPANIES ACTS, 1862 TO 1900."



COMPANY LIMITED BY SHARES.



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.

Application for a Certificate of Incorporation

To be filed by a Company which does not issue any Invitation to the Public
to Subscribe for its Shares.

(Pursuant to Section 2, Sub-section 3, of The Companies Act, 1900.)

NAME OF PROPOSED COMPANY:

The Northampton Machinery Company

LIMITED.

2525-10.06.

TELEGRAMS: "CERTIFICATE LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by

COMPANY LIMITED BY SHARES.

Application by the Subscribers to the Memorandum of
Association of *the Northampton Machinery Company*

LIMITED

(being a Company as is specified in Section 2, Sub-section 3,
of The Companies Act, 1900, and which does not issue any
Invitation to the Public to Subscribe for its Shares), for
a Certificate of Incorporation as a Limited Company under
The Companies Acts, 1862 to 1900.

We, the several persons whose Names are subscribed, hereby Declare that

the Northampton Electric Tramway Company Limited

LIMITED

(whose Memorandum of Association is delivered herewith), does not issue any Invitation to the Public to Subscribe for its Shares.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Charles William Phipps Guildhall Road Northampton
Engineer.
John. Vesey. Collier. Northampton. Engineer (Clock and Band)
George Arthurson (Cousin) Chyng Walth Northampton Director of Public Company
Joseph Percy Dickins 3 Albany Road Northampton
Engineer
William John Steele 1 Lumen Street Northampton
Engineer
Walter Edward Phipps 5 Mess Row Northampton Solicitor
Francis Hugh Thornton Kingthorpe Hall Northampton J.P.
Director of Public Company.

Dated this 15th day of February 1907.

Witness to the above Signatures-

A. W. Whorpe
Solicitor with Mr. A. E. Phipps
Solicitor, 5 Mess Row Northampton.

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

"THE COMPANIES ACTS, 1862

COMPANY LIMITED BY SHARE

APPLICATION

FOR A

Certificate of Incorporation

OF

The Northampton

Machinery Company

LIMITED.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND STATIONERS,
116 AND 120 CHANCERY LANE, LONDON, W.C.

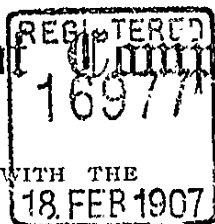
Number of
Certificate

92181 2

Form No. 41.

"THE COMPANIES ACTS, 1862 TO 1900."

Declaration of Compliance



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.
(And see
inside)

REQUISITIONS OF THE COMPANIES ACTS

Made pursuant to Section 1, Sub-section 2, of The Companies Act, 1900

(63 & 64 Vict. Ch. 48), on behalf of a Company proposed to be Registered as

The Northampton

Machinery Company

LIMITED.

(See Page 2 of this Form.)

2727-11.06.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 120 CHANCERY LANE, LONDON, W.C.

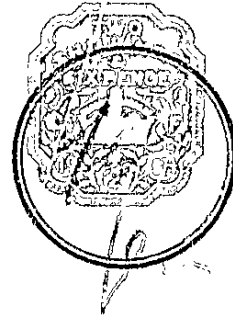
Presented for filing by

114

I *Albert Edward Whippo*

of *5 Marcus Place in the County Borough of*

Northampton Solicitor



A
Declaration
Stamp of
2s. 6d.
should be
impressed
here

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A Director
or the Secre-
tary named in
the Articles of
Association."

Do solemnly and sincerely Declare that I am* *a solicitor of the*

High Court engaged in the formation

of The Northampton Machinery Company

LIMITED,

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

Declared at *Northampton*

the *16th* day of *February*

One thousand nine hundred and *seven*,

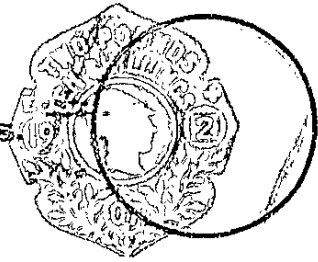
me,

Arthur V. Ray
A Commissioner for Oaths.

Albert Edward Whippo

THE STAMP ACT, 1891, and THE FINANCE ACT, 1899.

COMPANY LIMITED BY SHARES



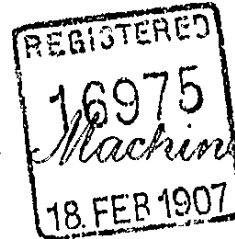
Duty at the
rate of 5s.
for every
£100 should
be impressed
here

Statement of the Nominal Capital

OF

*The Northampton
Machinery
Company*

LIMITED,



Pursuant to Section 112 of The Stamp Act, 1891, and
Section 7 of The Finance Act, 1899.

(See Page 2 of this Form.)

This Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON. W.C.

Presented for filing by

Wm Joseph Lawton & Son

& Portugal St

Manchester



THE NOMINAL CAPITAL

OF

The Northampton Machinery
Company...

LIMITED,

is . . . *Fifteen thousand* Pounds,
divided into *Fifteen thousand* Shares
of *One pound* each.

Signature

W. M. Phillips

Description. *Solicitor for the Company*

Dated the

15th

of *February*

19*01*

company.

*** This Statement should be signed



The Companies Acts, 1862 to 1900.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE NORTHAMPTON MACHINERY
COMPANY, LIMITED.

REGISTERED

16978

18 FEB 1907

1. The name of the Company is "THE NORTHAMPTON MACHINERY COMPANY LIMITED."
2. The Registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To adopt and make binding on the Company, and carry into effect, with such (if any) modifications or alterations as may be agreed upon, but subject as to modifications or alterations agreed on prior to the Statutory Meeting to the approval of such meeting (1) an agreement dated the 15th day of February 1907, and made between John Veasy Collier, of Cleveland Road, Northampton, Engineer, of the one part, and Arthur Malcolm Troup, of York Road, Northampton, aforesaid, Solicitor, as Trustee for and on behalf of this Company, of the other part, and (2) an Agreement^{also} dated the 15th day of February 1907, and made between Charles William Phipps, of Guildhall Road, Northampton, aforesaid, Leather Merchant and Engineer, of the one part, and the said Arthur Malcolm Troup, as Trustee for and on behalf of this Company of the other part.

2

- (B) To carry on business as Engineers Manufacturers of, and Dealers in, all kinds of machinery and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business.
- (D) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- (E) To borrow and raise money for the purpose of the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

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privileges,
lock-in-trade,
of any kind
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- (j) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institution, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (k) To make, accept, indorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the share or debenture capital or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

X.

- (p) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold shares, stock or securities of any such company.
- (q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (r) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions 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.
- (s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.
- (t) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (u) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- 5
- (iv) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The capital of the Company is £15,000, divided into £15,000 shares of £1 each, of which 7,500 are preference shares and 7,500 are ordinary shares, with such respective rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in clause 4 of the revised Table A.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time by special resolution determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in clause 4 of the revised Table A.

6

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Charles William Phelps Graduate of Mass. Inst. of Technology John. Tracy. Collier Cleveland Road Northampton Engineer	One ordinary
George Arthurson Jones Cham. Walk Northampton. Director of Public Co.	One ordinary
Joseph Peasey Dickins 3 Albany Road Northampton Engineer	One Ordinary
William John Steele Turner Street Northampton Engineer	one ordinary
Alfred Edward Phipps Sturges Ave. Northampton Solicitor	one ordinary
Francis Hugh Thornter J.P. Kingshottre Hall Northampton Director of Public Company	one ordinary

Dated the 15th day of February, 1907.

Witness to the above Signatures.

A. M. Group
Solicitor with W. A. C. Phipps
Solicitor Northampton

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ctively
ny set

of Shares
n by
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best copy

Walsley

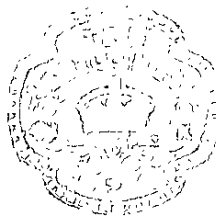
Walsley

Ordinary

Ordinary

Ordinary

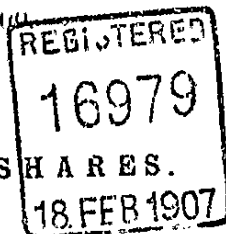
Ordinary



121 1/2 181. 5

The Companies Acts, 1862 to 1900

COMPANY LIMITED BY SHARES.



Articles of Association

OF

THE NORTHAMPTON MACHINERY COMPANY, LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in the revised Table A (hereinafter referred to as Table A), shall apply to the Company.

2. Clauses 9, 20, 51, 60, 70, 77, 78, 79, 83, and 88 of Table A shall be cancelled, and in lieu thereof the clauses hereinafter contained dealing with the respective subject matters dealt with in such clauses shall be applicable. Clauses 68, 69, 72, 86, and 90 of Table A, and Clauses 16 and 18 hereof shall be read and construed subject to the provisions contained in the Agreements referred to in Clause 3 hereof.

3. Subject to such (if any) modifications or alterations as the Directors may think fit, and as to modifications or alterations agreed upon prior to the Statutory Meeting, as the Statutory Meeting may approve, the Company shall take the proper steps to make binding on the Company and shall carry into effect the agreements referred to in Clause 3 (a) of the Memorandum of Association. The Company is formed on the basis that the said Agreements shall be adopted with or without such modifications as aforesaid and no objection shall be taken to the said Agreements or either of them nor shall any Director be liable to account to the Company for any profit or benefit derived by him under the said Agreements or either



of them by reason of any Directors of the Company being vendors to the Company or otherwise interested in the said agreements or either of them or by reason of the purchase consideration or part thereof having been fixed by the vendors without any independent valuation having been made or of the Board of Directors not being in the circumstances an independent Board; but every member of the Company present and future shall be deemed to have notice of the provisions of the said agreements and to have assented to all the terms thereof.

SHARES.

4. Seven thousand five hundred of the shares in the original capital shall be preference shares and subject to the provisions of clause 4 of Table A such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of £6 per cent per annum upon the capital paid up thereon, and the right in a winding up to the return of the capital paid up thereon, in priority to all other shares, but the holders of such preference shares shall not have the right to further participate in profits or assets.

5. Subject to the provisions of the agreements referred to in clause 3 hereof the shares shall be at the disposal of the Directors and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

LIEN.

6. The Company shall have a first and paramount lien and charge on all the shares registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate either alone or jointly with any other person whether a member or not, and such lien shall extend to all dividends from time to time declared in respect of such shares and whether the period for the payment thereof shall have actually arrived or not. The registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.

TRANSFER OF SHARES.

7. The Directors may in their discretion and without assigning any reason therefor, refuse to register the transfer of any share to any person whom they shall not approve as transferee and may also decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary

General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

PROCEEDINGS AT GENERAL MEETINGS.

8. No business shall be transacted at any General Meeting except the declaration of a dividend or the adjournment of the meeting unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than three members personally present, and holding or representing by proxy not less than one half of the issued capital of the Company.

VOTES OF MEMBERS.

9. On a show of hands every member shall have one vote only. In case of a poll, every member shall have one vote for every ordinary share and one vote for every ten preference shares held by him except in the following cases, when a holder of preference shares shall have one vote for every share (a) the issue of debentures or debenture stock (b) the reduction of the Company's capital (c) the alteration of the regulations of the Company (d) the winding up of the Company, or (e) any separate meeting of preference shareholders.

DIRECTORS.

10. The qualifications of a Director shall be the holding in his own right and as sole holder of registered shares or stock of the Company of any class of the nominal value of at least £250, and it shall be his duty to comply with the provisions of the Companies Act 1900, section 3.

POWERS AND DUTIES OF DIRECTORS.

11. A Director may hold any other office under the Company in conjunction with the office of Director (except that of Auditor) and on such terms as to remuneration and otherwise as the Directors may arrange.

12. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work additional to

that usually required of Directors of a Company similar to this Company. The Directors shall be entitled to be repaid all travelling and hotel expenses properly incurred by them in or with a view to the performance of their duties.

13. The Directors from time to time and at any time may provide through local Boards attorneys or agencies for the management of the affairs of the Company abroad and may appoint any persons to be members of such local Boards or as attorneys or agents and may fix their remuneration.

14. The Directors from time to time and at any time may delegate to any Managing Director, local Board, head manager, manager, attorney, or agent any of the powers authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made on such terms and subject to such conditions, including power to sub-delegate, as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

15. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

DISQUALIFICATION OF DIRECTORS.

16. The office of Director shall be vacated :—

(a) If by notice in writing to the Company he resigns the office of Director.

(b) If he ceases to be a Director by virtue of the Companies Act, 1900, section 3.

(c) If he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.

(d) If he becomes bankrupt.

(e) If he is found lunatic or becomes of unsound mind.

17. A Director shall be capable of contracting and participating in the profits of any contract with the Company in the same manner

as if he were not a Director, subject nevertheless save as regards the agreements referred to in clause 3 hereof to the following provisions, namely:—(1, Before the contract is entered into or so soon thereafter as he becomes interested therein, he shall disclose to the Board his interest in the contract, and 2, After he has become interested he shall not vote in respect of the contract or any matter arising thereout, and if he do so vote his vote shall not be counted.

ROTATION OF DIRECTORS.

18. At the Ordinary General Meeting in the year 1908 and at the Ordinary General Meeting in every subsequent year, all the Directors shall retire from office.

19. Seven days' previous notice in writing shall be given to the Company of the intention of any member to propose any person other than a retiring Director for election to the office of Director, provided that if the members present at a General Meeting unanimously consent the Chairman of such Meeting may waive the said notice and may submit to the meeting the name of any person duly qualified.

PROCEEDINGS OF DIRECTORS.

20. The quorum necessary for the transaction of the business of Directors shall unless otherwise fixed by the Directors, be two.

TRUSTEES.

21. The Company may appoint any two or more responsible persons to be Trustees for the Company for any purpose for which it is deemed advisable to have the intervention of Trustees, and in particular the whole or any part of the property of the Company may be vested in Trustees either for the benefit of its members or to secure to the creditors or obligees of the Company the payment of any monies or the performance of any obligation which the Company ought to pay or perform, and the Company may at any time fill up any vacancy in the office of Trustee.

22. The Company may delegate to any creditors or other persons the power of appointing or removing Trustees, and may by contract in writing limit or surrender its powers of appointing or removing Trustees.

DIVIDENDS AND RESERVE.

23. Subject to the powers and discretion given to the Directors by clause 99 of Table A, the net profits of the Company shall be applied first in paying to the holders of preference shares a cumulative preferential dividend at the rate of £6 per cent. per annum on the amount paid up on the said preference shares, and the balance (if any) shall be divisible as follows, namely:—In paying to the holders of ordinary shares a dividend not exceeding £6 per cent. per annum on the amount paid up on the said ordinary shares, and should there then be any surplus of netprofits one half at least of such surplus profits shall in each year be carried to the reserve fund of the Company until it reaches the sum of £3,500 and the remaining half of such surplus may in each year be divided by way of additional or on the amount paid up on the said ordinary shares.

WINDING UP.

24. In a winding up the liquidators may with the sanction of an extraordinary resolution distribute all or any of the assets in specie among the contributories in accordance with their rights.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Charlesworth on the 1st Feb -
Goldsmiths' Bank, Pall Mall London Eng -

John Henry Gordon

Chancery Lane, London W.C.2

John Arthurson Esq

Chancery Walk Northampton, Director of Public Works

Joseph Henry Dickins 3 Albany Road Northampton
Engineer

William John Steel & Turner Sons Northampton
Engineer

Wm Edward Phipps 5 Herons Row Northampton
Solicitor

Francis Hugh Thornton J. P.

Kingsmead Hall Northampton

Director of Public Company

Dated the 15th day of February, 1907.

Witness to the above Signatures—

A. M. Gordon

Solicitor in the W. A. C. Phipps
Messrs W. A. C. Phipps
Solicitors Northampton

DUPLICATE FOR THE FILE.

No. 92181



Certificate of Incorporation

I Hereby Certify, That the
Northampton Machinery Company
Limited

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is
Limited.

Given under my hand at London this *Eighteenth* day of *February*.

One Thousand Nine Hundred and *seven*.

Fees and Deed Stamps £ *9" 7" 6*

Stamp Duty on Capital £ *3" 10" 0*

J. S. Gaskell

Registrar of Joint Stock Companies.

Certificate received by *H. J. J. J.*

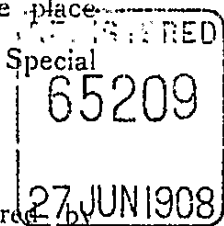
for the Messrs. J. S. Gaskell & Sons Ltd.
of Northampton.

Date. *Feb 28/17*



IN THE MATTER of the Companies Acts 1862 to
1900 and of THE NORTHAMPTON MACHINERY
COMPANY LIMITED.

AT AN EXTRAORDINARY GENERAL MEETING of the
Members of the above Company duly convened and held at the Registered
Office of the Company in St. Michael's Road Northampton on Monday
the 25th day of May 1908 the following Special Resolution was duly
passed, and at a subsequent EXTRAORDINARY GENERAL MEETING
of the said Company also duly convened and held at the same place
on Wednesday the 17th day of June 1908 the following Special
Resolution was duly confirmed namely:—



That the Company's Articles of Association be altered by
inserting the following Articles after Article 3 namely:—

3A. The number of Members of the Company (exclusive
of persons in the employment of the Company) shall not at
any time exceed fifty.

3B. The Company shall not at any time offer any of its
Shares or Debentures to the Public for subscription.

Charles W Phipps
Chairman.

ack





IN THE MATTER of the Companies Act, 1948, and
of THE NORTHAMPTON MACHINERY COMPANY
LIMITED.

AT AN EXTRAORDINARY GENERAL MEETING of the
Members of the above Company duly convened and held at the Registered
Office of the Company in Balfour Road, Northampton, on Saturday the
28th day of February, 1953, the following Ordinary Resolution was duly
passed :—

“ That the share capital of the Company be increased to
£50,000 0 0 divided into 7,500 preference shares of £1 0 0
each and 42,500 ordinary shares of £1 0 0 each by the creation
of 35,000 new ordinary shares of £1 0 0 each, to rank *pari*
passu as regards dividends and in all other respects with the
ordinary shares of the original capital of the Company, and that
the Directors be authorised to dispose of all such new shares in
the manner and upon such terms as they may deem expedient
in the interests of the Company ”.

J. V. COLLIER,

Chairman.



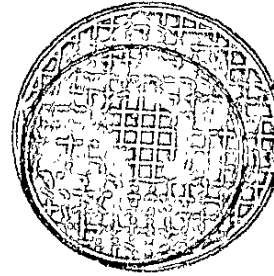
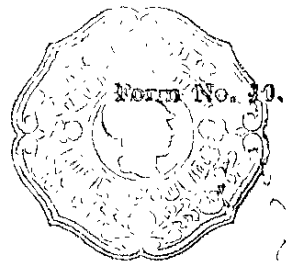
524
1001

Number of } 92131
Company }

10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



Ad valorem
Companies
Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here

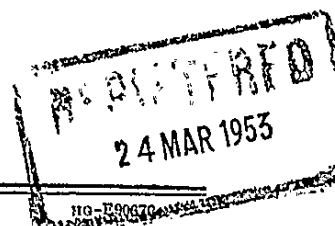
Notice of Increase in the Nominal Capital

OF

Northampton Machinery Company

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



Grams : "CERTIFICATE, ESTRAND, LONDON."

Telephone No. : HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

Secretary,

Northampton Machinery Company Ltd.

Notice of Increase in the Nominal Capital

OF

NOMINAL CAPITAL COMPANY

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Ordinary Resolution of the Company dated the twenty eighth day of February 1953 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £35,000.00.00, beyond the Registered Capital of £15,000.00.00.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
35,000	Ordinary	£1. 0.0.

The conditions (e.g., voting rights, dividend rights, winding-up rights, &c.) subject to which the new Shares have been or are to be issued are as follows:—

To rank pari passus regards dividends and in all other respects with the Ordinary shares of the original capital of the Company.

Signature

A. V. Porter

Description (c)

Director

Dated the eleventh day of March 1953.

(a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.

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

(c) State whether Director or Secretary of the Company.

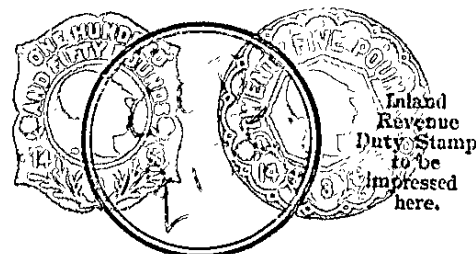
This margin, reserved for binding, and must not be written across.

Number of }
Company } 11

[Form No. 26

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933

COMPANY HAVING A SHARE CAPITAL



Statement of Increase of the Nominal Capital

OF

.....Northampton Machinery Company.....

LIMITED

suant to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

he Statement has to be registered with the Notice of Increase in the Nominal Capital
ited copy of the Resolution authorising the Increase required under Section 63 of The Companies
, 1948.



grams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

.....Secretary.....

Northampton Machinery Company Limited.



THE NOMINAL CAPITAL

OF

.....Northampton Machinery Co. Ltd.,.....

.....LIMITED,

has, by a Resolution of the Company dated the.....twenty eighth.....day
of.....February....., 1953, been increased by the addition thereto of
the sum of.....Thirty five thousand.....Pounds,
divided into.....Thirty five thousand Ordinary.....Shares
of.....£1. 0. 0.....each
beyond the Registered Capital of.....Fifteen thousand pounds.....

Signature.....*J. V. Corley*.....

Description.....Director.....

Dated the.....eleventh.....day

of.....March..... 1953.....

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

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

921001

7

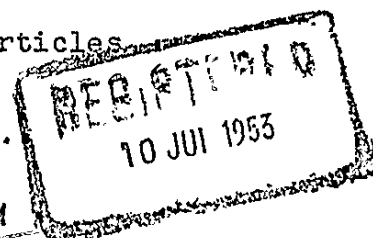
IN THE MATTER of the Companies Act, 1948, and
of THE NORTHAMPTON MACHINERY COMPANY
LIMITED.



AT AN EXTRAORDINARY GENERAL MEETING of the Members
of the above Company duly convened and held at the Registered
Office of the Company in Balfour Road, Northampton, on
Thursday the second day of July, 1953, the following
Special Resolution was duly passed: -

"That the new Articles of Association already
approved by this meeting, and for the purpose of
identification subscribed by the Chairman thereof,
be and the same are hereby adopted as the Articles
of Association of the Company in substitution for,
and to the exclusion of, all the existing Articles
thereof."

J. P. Corbett
CHAIRMAN.



WE CERTIFY that, to the best of our knowledge and belief,
the Conditions mentioned in Sub-Section (2) of Section 129
of The Companies Act, 1948, are satisfied at the date of
this Certificate and have been satisfied at all times since
the first day of July 1948.



2784 J. P. Corbett DIRECTOR

H. S. Robinson SECRETARY.

COMPANY LIMITED BY SHARES

Articles of Association

OF

The Northampton Machinery Company,
LIMITED

*(Adopted by Special Resolution passed on the second day of July ,
1953)*

PRELIMINARY.

1. The regulations contained in the Revised Table A of 1906 (which said Table was by Order of the Board of Trade dated the 30th day of July, 1906, substituted for Table A in the First Schedule to The Companies Act, 1862) shall not apply to the Company.

2. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 4, 24, 53, 62, 75, 77, 89, and 118 in Part I of Table A shall not apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

3. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

4. The Share Capital of the Company at the time of the adoption of these Articles is Fifty Thousand Pounds, divided into Fifty Thousand Shares of One Pound each, whereof Seven Thousand Five Hundred Shares are Preference Shares and Forty-two Thousand Five Hundred Shares are Ordinary Shares. The said Preference Shares and Ordinary Shares confer on the holders thereof the rights and privileges hereinafter declared, and such rights and privileges shall be subject to variation in the manner provided by Article 6 hereof, and not otherwise.

5. The Shares shall be under the control of the Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of three fourths of the

issued Shares of that class, or which the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of that class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one third of the issued Shares of the class.

7. In the event of a poll being duly demanded at a separate General Meeting of the holders of any class of Shares, the said holders shall on the poll being taken be entitled to one vote for every Share of that class held by them respectively.

8. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTES OF MEMBERS.

11. On a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote for every Ordinary Share held by him and, subject as hereinafter provided, one vote for every ten Preference Shares held by him: Provided that in the event of a poll being duly demanded at any General Meeting which is convened for the purpose of reducing the Share Capital of the Company, or altering the Articles of Association of the Company, or winding up the Company, the holders of Preference Shares shall on the poll being taken be entitled to one vote for every Preference Share held by them respectively.

DIRECTORS.

12. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than five.

13. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Two Hundred and Fifty Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

14. The Directors shall also be paid such travelling, hotel, and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors and at General Meetings; and Clause 76 in Part I of Table A shall be modified accordingly.

15. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

17. At the Annual General Meeting in every 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.

DIVIDENDS.

18. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a fixed Cumulative Preferential Dividend to the close of such year or other period at the rate of Six per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

19. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively; Secondly in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

J. V. Colman
CHAIRMAN.

14. The Directors shall also be paid such travelling, hotel, and other expenses as may properly be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at Meetings of Directors and at General Meetings; and Clause 76 in Part I of Table A shall be modified accordingly.

15. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

17. At the Annual General Meeting in every 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.

DIVIDENDS.

18. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a fixed Cumulative Preferential Dividend to the close of such year or other period at the rate of Six per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

19. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively; Secondly in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

J. V. Corbett
CHAIRMAN

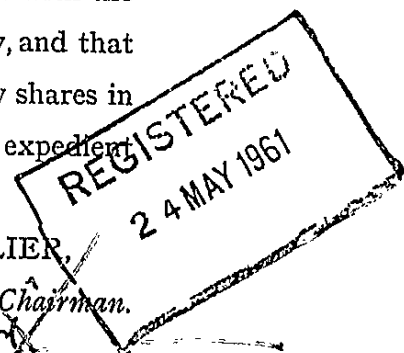
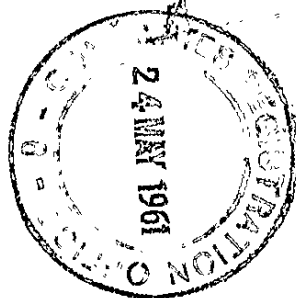
92181/100 CINF

IN THE MATTER of the Companies Act, 1948, and
of THE NORTHAMPTON MACHINERY COMPANY
LIMITED.

AT AN EXTRAORDINARY GENERAL MEETING of the
Members of the above Company duly convened and held at the Registered
Office of the Company in Balfour Road, Northampton, on Saturday, the
6th May, 1961, the following Ordinary Resolution was duly passed:—

"That the share capital of the Company be increased to
£100,000 divided into 7,500 preference shares of £1 0 0 each
and 92,500 ordinary shares of £1 0 0 each by the creation of
50,000 new ordinary shares of £1 0 0 each, to rank *pari*
passu as regards dividends and in all other respects with the
ordinary shares of the original capital of the Company, and that
the Directors be authorised to dispose of all such new shares in
the manner and upon such terms as they may deem expedient
in the interests of the Company".

J. V. COLLIER,
Chairman.



C18 10
4526

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

NAME OF
COMPANY

Northampton Machinery Company

LIMITED.

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

Cat. No. C.F. 10.

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

Law Stationers and Company Registration Agents.

REGISTERED
24 MAY 1961

S4220 (P)

Presented by The Secretary,
Northampton Machinery Co.Ltd.,
Ralfour Road,
Northampton.



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

Northampton Machinery Company LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a)..... Ordinary..... Resolution of the Company dated the sixth day of May 19.61, the nominal Capital of the Company has been increased by the addition thereto of the sum of £..... 50,000 beyond the registered Capital of £..... 50,000.....

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
50,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The new Shares rank *pari passu* as to Dividends and in all other respects with the Ordinary Shares of the original capital of the Company.

.....of the new Shares are Preference Shares, and are (b) [not] redeemable.—

(Signature).....

Secretary

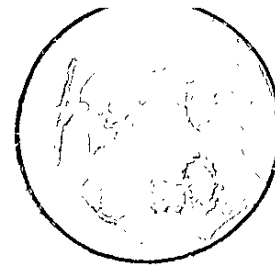
(State whether Director, or Secretary).....

Dated the..... twentieth day of..... May 19. 61

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

(b) Delete as appropriate.

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here,

NAME OF

COMPANY.....

Northampton Machinery Company

LIMITED.

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.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 6th May 1961 been increased by the addition thereto of the sum of £ 50,000 beyond the Registered Capital of £50,000.

Signature.....

[Handwritten Signature]

Date..... 15th May 1961

Description.....

Secretary

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.

S3843 (F)

Presented for registration by The Secretary,
Northampton Machinery Co. Ltd.,

Balfour Road,

Northampton.

C1525

1127
THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NORTHAMPTON MACHINERY COMPANY LIMITED

(Passed 22nd April, 1972)

At the Annual General Meeting of the above Company held at the Westone Hotel, Northampton on 22nd April, 1972 the following Resolution was proposed and passed as a Special Resolution:

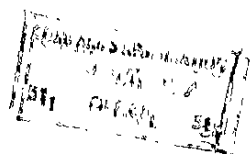
SPECIAL RESOLUTION

That the share capital of the company be increased to £200,000

(a) by the creation of 34,250 'A' Ordinary Shares of £1 each with a view to the acquisition of not less than 90% of the issued share capital of Northampton Industrial Supplies Limited

(c) by the creation of a further 65,750 'A' Ordinary Shares of £1 each all such 'A' Ordinary Shares to rank *John* pari passu in all respects with the Ordinary Shares of the Company, save that the holders thereof shall be entitled to receive notice of and attend but not vote at general meetings of the Company

[Signature]
Chairman



Number of
Company

92,181

128

22/5-10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

NORTHAMPTON MACHINERY COMPANY

LIMITED

John

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

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

Presented by

Messrs. Becke Phipps & Co.,

7/8 The Parade, Market Square,
Northampton.

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-193 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

73159.15-6-65

To THE REGISTRAR OF COMPANIES,

Northampton Machinery Company

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-ordinary", or
"Special". Section 63 of the Companies Act, 1948, that by a * special Resolution of the Company dated the 22nd day of April 1982, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 100,000 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
100,000	'A' Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—
Pari passu in all respects with existing Ordinary Shares save that the holders thereof shall be entitled to receive notice of and attend but not vote at general meeting of the Company.

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

Signature

State whether Director
or Secretary

Dated the 22nd day of April 1982.

Number of
Company

92,181

/130



THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

NORTHAMPTON MACHINERY COMPANY

LIMITED

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

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

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

Presented by

Presentor's Reference..... KTD

Messrs. Becke Phipps & Co.,

7/8 The Parade, Market Square,

Northampton.

Form No. 26a

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Brooms
Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and
Glasgow. F18935, 1-9-70

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6n

[P.T.O.]

THE NOMINAL CAPITAL

OF

.....NORTHAMPTON MACHINERY COMPANY.....

..... Limited

has by a Resolution of the Company dated ..22nd April.....

1972..... been increased by the addition thereto of the sum of

£ 100,000....., divided into:—

.....100,000.....Shares of.....£1.....each

.....Shares of.....each

beyond the registered Capital of.....£100,000.....

Signature.....

[Handwritten Signature]

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

[Handwritten: Director]

Dated the.....22nd.....day of.....April.....1972.....

COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

- of -

NORTHAMPTON MACHINERY COMPANY LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at 16, St. Martins-Le-Grand, London, E.C.2. on Friday 9th March, 1973 at 12 o'clock in the forenoon the following Special Resolution was passed:-

- (A) That each of the unissued "A" Ordinary Shares of £1 each in the capital of the Company be converted and sub divided into 20 Ordinary Shares of 5p each
- (B) That forthwith upon the allotment of the 1,226,500 Ordinary Shares pursuant to paragraph (C) of this Resolution, each of the 92,500 Ordinary Shares and 33,500 A Ordinary Shares of £1 each respectively in the capital of the Company be converted into one Deferred Ordinary Shares of £1 having the rights and being subject to the restrictions attached thereto by paragraph (E) of this Resolution
- (C) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £61,325 being part of the amount standing to the credit of Revenue Reserve of the Company and accordingly that such sum be set free for distributio among the holders of the Ordinary Shares and A Ordinary Shares of £1 each respectively of the Company on the Register of Members immediately prior to the passing of this Resolution on condition that the same be not paid in cash but be applied in paying up in full 1,226,500 unissued Ordinary Shares of 5p each, to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion of ten new

Ordinary Shares of 5p each for each Ordinary Share of £1 and nine new Ordinary Shares of 5p each for each A Ordinary Share of £1 then held by them respectively

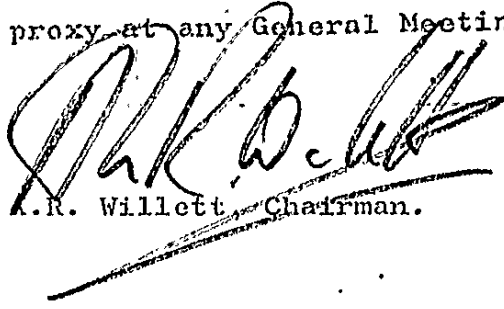
(D) That the Articles of Association of the Company be altered by the adoption of new Articles of Association in the form of the print laid before the Meeting and initialled by the Chairman for purposes of identification to the exclusion of all other Articles of Association

(E) That the respective rights and privileges to be attached to the Ordinary Shares and to the Deferred Ordinary Shares shall be as follows:

(i) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Ordinary Shares shall not be entitled to participate in any such profits

(ii) As regards capital On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the Ordinary Shares the sum of £1,000 per share, secondly, in repaying to the holders of the Deferred Ordinary Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively

(iii) As regards voting The Deferred Ordinary
Shares shall not confer on the holders
thereof any right to receive notice of
or to attend or vote either in person or by
proxy at any General Meeting of the Company


A.R. Willett, Chairman.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NORTHAMPTON MACHINERY COMPANY LIMITED

PRELIMINARY

1. The Company is established as a Private Company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to that Act (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 5, 53, 75, 79 and 136 of Part I of Table A in the same Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with Regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The authorised Share Capital of the Company is £200,000 divided into 7,500 6 per cent Preference Shares of £1 each, 126,000 Deferred Ordinary Shares of £1 each and 1,330,000 Ordinary Shares of 5p each.

4. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 5 hereof, and to Regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as sanctioned by Section 57 of the Act.

5. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation

from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

LIEN.

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

TRANSFER OF SHARES.

7. Subject to the provisions of Regulation 24 of Table A, Part I, any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid, the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

TRANSMISSION OF SHARES.

8. Regulations 29 to 32 inclusive of Table A, Part I, shall apply only subject to the modifications expressed in the preceding Article.

PROCEEDINGS AT GENERAL MEETINGS.

9. The following words shall be added at the end of Regulation 56 of Table A, Part I, namely:—

The foregoing provisions of this and the last preceding Regulation shall not apply to a separate General Meeting held under Regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the Meeting.

DIRECTORS.

10. The number of the Directors shall be not less than two and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

11. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

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11. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

BORROWING POWERS OF DIRECTORS.

12. The Directors may raise or borrow money to such an amount or amounts as they in their absolute discretion may think fit for the purposes of the Company's business, and may secure the repayment of the same by standard security, bond and assignation in security, mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled, or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged.

POWERS AND DUTIES OF DIRECTORS.

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

14. Save only as provided in paragraph (4) of Regulation 84 of Table A, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly paragraph (2) of Regulation 84 of Table A, Part I, shall be omitted.

DISTRIBUTION OF CAPITAL PROFIT.

15. A General Meeting may resolve that any surplus moneys arising from the realisation of any assets of the Company or any investments representing the same or any other undistributed profits of the Company, not assessable to income tax, shall be distributed among the members upon the footing that they receive the same as capital.

INDEMNITY.

16. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

DIVIDENDS.

17. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a fixed Cumulative Preferential Dividend to the close of such year or other period at the rate of Six per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP.

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NORTHAMPTON MACHINERY
COMPANY LIMITED

Adopted by Special Resolution
passed on the *14th* (9th) day of
March 1973

No. of Company ... 92181

153

**Notice of consolidation, division, sub-division
or conversion into stock of shares**

Pursuant to Section 62 of the Companies Act 1948

Notice of consolidation, division, sub-division, or conversion into stock of shares, specifying the shares so consolidated, dividend, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act, 1948).

To the Registrar of Companies

Name of Company ... The Northampton Machinery Company Limited*

hereby gives you notice, in accordance with Section 62 of the Companies Act 1948 that:

by Special Resolution passed in an Extraordinary General Meeting of the above named Company on the 25th day of October 1977 every 20 ordinary shares of 5p each of the Company have been consolidated into one ordinary share of £1.



Signed 

State whether
Director or Secretary DIRECTOR

*Delete "Limited" if not applicable Date 25TH OCTOBER 1977

Presented by: Clifford Turner
Blanchfords House
19 New Bridge Street
London EC4

Presenter's reference: ADC / MS

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

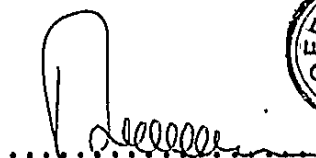
THE NORTHAMPTON MACHINERY COMPANY LIMITED

Passed on the 25th day of October, 1977

At an Extraordinary General Meeting of the Company duly convened and held on Tuesday, 25th October, 1977 at the Registered Office of the Company, Balfour Road, Northampton, the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. That each of the 126,000 Deferred Ordinary Shares of £1 of the Company be converted into an ordinary share of £1 ranking pari passu and forming one uniform class with the existing Ordinary Shares of the Company.
2. That every 20 Ordinary Shares of 5p each of the Company be consolidated into one Ordinary Share of £1.
3. That New Articles of Association be adopted in the form of the print laid before the Meeting and initialled by the Chairman for the purpose of identification



CHAIRMAN



ISS

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of


THE NORTHAMPTON MACHINERY COMPANY LIMITED

Passed on the 25th day of October, 1977

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.....

9

09 MAR 1978

COMPANIES REGISTRATION
M
24 NOV 1977
43
OFFICE

CHAIRMAN

THE COMPANIES ACTS 1862 to 1900
and
THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

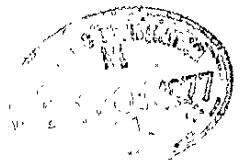
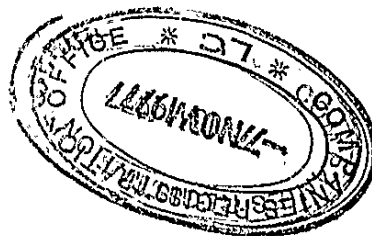
AND
NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed
on the 25th day of October 1977)

OF

THE NORTHAMPTON MACHINERY
COMPANY, LIMITED



THE COMPANIES ACTS 1862 to 1900

and

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

THE NORTHAMPTON MACHINERY
COMPANY, LIMITED

1. The name of the Company is "THE NORTHAMPTON MACHINERY COMPANY, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To adopt and make binding on the Company and carry into effect, with such (if any) modifications or alterations as may be agreed upon, but subject as to modifications or alterations agreed on prior to the Statutory Meeting to the approval of such meeting (1) an agreement dated the 15th day of February, 1907, and made between John Veasy Collier, of Cleveland Road, Northampton, Engineer, of the one part and Arthur Malcolm Troup, of York Road, Northampton, aforesaid, Solicitor, as Trustee for and on behalf of this Company, of the other part, and (2) an Agreement also dated the 15th day of February, 1907 and made between Charles William Phipps, of Guildhall Road, Northampton aforesaid, Leather Merchant and Engineer, of the one part and the said Arthur Malcolm Troup as Trustee for and on behalf of this Company of the other part.
 - (B) To carry on business as Engineers, Manufacturers of, and Dealers in, all kinds of machinery and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business.
- (D) To erect, construct, lay down, enlarge, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business.
- (E) To borrow and raise money for the purpose of the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount debentures, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support or to aid in the establishment and support of any schools, and any educational, scientific, literary, religious or charitable institution, or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors

in business.

- (K) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the share or debenture capital or other securities of the Company or in or about the formation of promotion of the company or the conduct of its business.
- (O) To accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold shares, stock or securities of any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.

- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions 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.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (U) To distribute among the members in specie any property of the Company, or any proceeds or sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The capital of the Company is £15,000, divided into 15,000 shares of £1 each, of which 7,500 are preference shares and 7,500 are ordinary shares, with such respective rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in Clause 4 of the revised Table A.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of

dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time by special resolution determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of the revised Table A.

Note:-

- (1) By Ordinary Resolution passed on the 28th day of February, 1953, the Capital of the Company was increased to £50,000 by the creation of 35,000 new Ordinary Shares of £1 each.
- (2) By Ordinary Resolution passed on 6th day of May, 1961, the Capital of the Company was increased to £100,000 by the creation of 50,000 new Ordinary Shares of £1 each.
- (3) By Ordinary Resolution passed on 22nd day of April 1972, the Capital of the Company was increased to £200,000 by the creation of 100,000 'A' Ordinary Shares of £1 each.
- (4) By Special Resolution passed on 9th day of March, 1973, the Ordinary Share Capital of the Company was converted and subdivided into 126,000 Deferred Ordinary Shares of £1 each and 1,330,000 Ordinary Shares of 5p each.
- (5) By Special Resolution passed on 25th day of October 1977, each of the Deferred Ordinary Shares of £1 was converted into one Ordinary Share of £1 and every 20 Ordinary Shares of 5p were consolidated into one Ordinary share of £1.

THE COMPANIES ACTS 1862 to 1900

and

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THE NORTHAMPTON MACHINERY
COMPANY, LIMITED

PRELIMINARY

1. The Company is established as a Private Company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to that Act (hereinafter referred to as "Table A, Part II") as amended by the Companies Acts, 1967 and 1976, shall apply to the Company..

2. Regulations 5, 53, 75, 79 and 136 of Part I of Table A in the same Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with Regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES

3. The authorised Share Capital of the Company is £200,000 divided into 7,500 6 per cent. Preference Shares of £1 each, and 192,500 Ordinary Shares of £1 each.

4. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 5 hereof, and to Regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as sanctioned by Section 57 of the Act.

5. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not

accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

LIEN

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

TRANSFER OF SHARES

7. Subject to the provisions of Regulation 24 of Table A, Part I, any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid, the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

TRANSMISSION OF SHARES

8. Regulations 29 to 32 inclusive of Table A, Part I, shall apply only subject to the modifications expressed in the preceding Article.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added at the end of Regulation 56 of Table A, Part I, namely:--

The foregoing provisions of this and the last preceding Regulation shall not apply to a separate General Meeting held under Regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the Meeting.

DIRECTORS

10. The number of the Directors shall be not less than two and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

11. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age, nor shall any

special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

BORROWING POWERS OF DIRECTORS

12. The Directors may raise or borrow money to such an amount or amounts as they in their absolute discretion may think fit for the purposes of the Company's business, and may secure the repayment of the same by standard security, bond and assignation in security, mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged.

POWERS AND DUTIES OF DIRECTORS

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

14. Save only as provided in paragraph (4) of Regulation 84 of Table A, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly paragraph (2) of Regulation 84 of Table A, Part I, shall be omitted.

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INDEMNITY

16. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune

which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

DIVIDENDS

17. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of Preference Shares a fixed Cumulative Preferential Dividend to the close of such year or other period at the rate of Six per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid but no amount paid or credited as paid, on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

WINDING UP

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

THE COMPANIES ACTS 1862 to 1900

and

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND
NEW

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution
passed on the 25th day of
October 1977)

OF

THE NORTHAMPTON
MACHINERY COMPANY, LIMITED

92181/172
Touche Ross & Co.
Chartered Accountants

Our Ref: C/JEDG/AI

10 February 1983

The Directors
Northampton Machinery Co Limited
Balfour Road
Northampton

Dear Sirs

Following the takeover of the Rowan & Boden PLC group by G M Firth (Holdings) P.L.C., it is with regret that we now formally offer our resignation as auditors of Northampton Machinery Co Limited.

We wish to confirm that there are no circumstances connected with this resignation which require to be brought to the notice of the members or creditors of the company.

We should like to take this opportunity to thank you for your co-operation during the period in which we have acted as auditors.

Yours faithfully

Touche Ross & Co.



100 West Nile Street Glasgow G12QQ - Telex 778662 TRGLAS G - Telephone 041-331-1241

EXECUTIVE OFFICE - Sir Douglas Morpeth DRP Baker KS Beecroft AG Campbell GF Musgrave RJL Speyer JB Stevenson PJ Stilling LONDON - MJ Blackburn PJ Baldock IG Booth AJN Bray JB Burley DG Burton GGC Eason PJ Carpenter DJ Chapman D Clark MC Clarke PJ Coates The Hon Roy Constantine RM Crowe VE Davies FA Falk AGK Hamilton J Harrison AG Herron MA Hogben AR Houghton RL Hurley DS Jenkins MAB Jenks DJ Keen D Lanch AD Llewellyn PC Macnamara JW Magill B Marsh I McIsaac JMI McIlfermas DB Molyneux-Berry C Morns JA Napier DB Newlands RW Owen WR Packer DG Panguome MA Parry-Wingfield BW Pomeroy XH Potter JG Power DJS Roques SB Rudge MA Seduna HJR Self PM Shewyer BA Smouha R Sowerbutts ME Thompson EF Tracey NJ Turner BF Wheeler HE Williams PJ Williams HB Woodd WJ Worth ABERDEEN - T McCubbin DL Chandler BIRMINGHAM - A Lucas AG Bello HB Davies BR Debury MT Edwards GM Fairweather JM Gearey TJ Hopes AP Roberts C JV Smith GH Widdie BRISTOL - JA Heaford RAJ Bartlett IG V Ekeaton RF Lucas CARDIFF - AT Dowd PDB Dolan RG Ellis DE Flint KB Jeffries RJ Taylor JF Thomas DARTFORD - M Vernon Smith ET Maggs RW Warburton EDINBURGH - WG Burden GC Summers GLASGOW - RJ Blackburn C Anderson M Chilton JB Grogan JHF Macpherson PG Visions RW Wilson LEEDS - JP Connolly JV Lishman RL Peters LEICESTER - LC Griffith JF Doloman WB James PL Rose RJ Smith KS Weller LIVERPOOL - JA Pomette DR Brown BE Case SA Wooten MANCHESTER - TP Jones V M Davies WS Eccles DE Everett V F Hayward AH Gier NGR Hoskins FR Johnson DC Port DA Sutcliffe BW Taylor PF Uglow GJ Watts SAWICZ V F Williams NEWCASTLE UPON TYNE - MF Leonard NEWPORT - WA Jenkin Jones MJ Hughes DMH Jones DG Langford PLYMOUTH - AP Giddings TG Preezy SWANSEA - FC Rudd JB Harris WOLVERHAMPTON - MJ Veechall D Buckley Jones

Associated Firms - North, South and Central America, Caribbean, Europe, Middle and Far East, Africa and Australasia

THE COMPANIES ACTS 1948 TO 1976

**Notice of new accounting reference date
given after the end of an accounting
reference period**

Pursuant to section 3 (2) of the Companies Act 1976

3a

A

Please do not write
in this binding margin

To the Registrar of Companies

For official use

1713

Company number

92181

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

*delete if
inappropriate

Note

Please read notes
1 to 5 overleaf before
completing this form

Name of company

NORTHAMPTON MACHINERY COMPANY

Limited *

hereby gives you notice in accordance with section 3 (2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 3

†delete as
appropriate

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

Day Month Year

3 1 0 3 1 9 8 3

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of G.M. FIRTH (HOLDINGS) P.L.C.

, company number 768087

the accounting reference date of which is 31st March

§delete as
appropriate

Signed

[Director] [Secretary]§ Date 22nd Feb. 1983.

Presenter's name, address
and reference (if any):

The Secretary,
Northampton Machinery Co. Ltd.,
Balfour Road,
Northampton, NN2 6JS.

For official use
Data punch

Post room



THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

32

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

184

92181

Name of company

THE NORTHAMPTON MACHINERY COMPANY LIMITED

Limited*

delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

delete as
appropriate

The previous accounting reference period of the company is to be treated as [shortened] [extended]† and [XXXXXX] [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 4

delete as
appropriate

The company is a [subsidiary] [holding company]‡ of EIS Group P.L.C., company number 61407the accounting reference date of which is 31st December 1984

delete as
appropriate

Signed

[Director] [Secretary] § Date 4th May 1984.

Presenter's name, address and
reference (if any):

The Secretary,
Northampton Machinery Co. Ltd.,
Balfour Road,
Northampton
NN2 6JS

For official use
General section

Post room

THE COMPANIES ACTS 1948 TO 1983

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

THE NORTHAMPTON MACHINERY COMPANY LIMITED

(Passed 16th March, 1984)

AT an Extraordinary General Meeting of the above-named Company held at Balfour Road, Northampton on the 16th day of March 1984 the following Resolution was passed as a Special Resolution:-

RESOLUTION

THAT:-

(A) Upon the recommendation of the Directors it is desirable to capitalise the sum of £1,873 standing to the credit of the Revenue Reserve of the Company and that such sum be capitalised and set free for distribution and appropriated as capital to and amongst the holders of the Ordinary Shares in the capital of the Company registered in the books of the Company immediately prior to the holding of this Meeting in proportion to the number of shares so held by them on condition that the same be not paid in cash but be applied in paying up in full 1,873 of the unissued Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst such holders in the proportions aforesaid and that the Directors do give effect to this Resolution in accordance with the provisions of the Articles of Association of the Company.

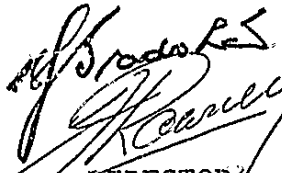
(B) Forthwith upon the allotment of the said 1,873 Ordinary Shares of £1 each pursuant to paragraph (A) of this Resolution, each of the 187,325 Ordinary Shares of £1 in issue immediately prior to the holding of this Meeting be converted into and redesignated as one Deferred Share of £1 having attached thereto and imposed thereon the following rights and restrictions:-

(i) The Deferred Shares shall carry no right to participate in any dividend or other distribution paid or made by the Company;



(ii) On a return of assets on liquidation or otherwise the Deferred Shares shall carry the right to repayment out of the surplus assets of the Company remaining after payment of its liabilities of the amount of capital paid up or credited as paid up thereon after a total sum of £10,000 in respect of each of the issued Ordinary Shares of £1 each of the Company has been distributed in such liquidation or otherwise; and

(iii) The Deferred Shares shall entitle the holders thereof to attend and vote at any general meeting of the Company until the names of the holders of the new Ordinary Shares of £1 each are entered on the Register of Members but save as aforesaid the Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company and shall not confer on the holders thereof any other right to participate in the profits or assets of the Company.


DIRECTOR

COMPANY NUMBER 00092181

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED SHARES

WRITTEN RESOLUTIONS OF THE NORTHAMPTON MACHINERY CO LTD

Dated this 17th day of November 1993

WRITTEN RESOLUTIONS

We the undersigned being all the members of the company who at the date of this resolution would be entitled to attend and vote at general meetings HEREBY PASS the following resolutions as elective resolutions and agree that the said resolutions shall for all purpose be as valid and effective as if the same had been passed by us all at a general meeting of the company duly held and convened:

'ELECTIVE RESOLUTION'

That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1994 and subsequent years until this election is revoked.


'ELECTIVE RESOLUTION'

That pursuant to Section 352 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.

'ELECTIVE RESOLUTION'

That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.


.....
Duly authorised representative
of EIS Group P.L.C.


.....
Duly authorised representative
of Francis Shaw plc

