No. of Certificate 40271

Form No. 50.

"THE COMPANIES' ACTS, 1862 TO 1900"

COMPANY LIMITED BY SHARES

REGISTERED
08915
31 OCT 1907

Application for a Certificate of Incorporation

on behalf of a Company which does not issue any invitation to the public to subscribe for its Shares.

Name of Proposed Company :—

The Forth Blakeley Lord and Co.

~~Company,~~ Limited.

Section 2 (3) *and Section* 6 (7), *Companies' Act*, 1900.

This Application must be deposited, together with the Memorandum of Association, Articles of Association (if any) and the Statement of Capital, at the Joint-Stock Registry.

Presented for Registration by

PUBLISHED AND SOLD BY
ALFRED H. ATKINS, LIMITED,
Public Companies' Registration Agents, Stationers & Printers,
27 & 28 Fetter Lane, Fleet St., London, E.C.
Telephone No.: "HOLBORN 495." Telegrams: "PAINSTAKING, LONDON."

"THE COMPANIES' ACTS, 1862 TO 1900."

COMPANY LIMITED BY SHARES.

APPLICATION BY THE

Subscribers to the Memorandum of Association of

The Firth Blakeley Sons and Co

~~Company~~, **Limited.**

(being a Company such as is specified in Section 2 (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 Firth Blakeley Sons and Co

~~COMPANY~~, LIMITED,

whose Memorandum of Association is delivered herewith, does not issue any invitation to the public to subscribe for its Shares.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS.

Jabez Firth Blakeley
Beechwood Church Fenton
Gas Engineer Yt Lead

William Blakeley
Sackville Street
Gas Engineer Ravensthorpe Wr Dewsbury

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS (*continued*).

John Albert Blakeley
2 Herbert Terrace
Thornhill Lees
Foreman Gas Engineer. Nr Dewsbury

Samuel Tetlow Blakeley
4 Herbert Terrace
Gas Engineers foreman Thornhill-Lees Nr Dewsbury

Herbert Blakeley
4, Herbert Terrace,
Thornhill Lees, Nr. Dewsbury
Commercial Clerk.

William Beaumont Sharp
"Edgerton"
Coal Merchant Morley & Leeds.

David Albert Pratt
61 Nursery Street
Thornhill Lees
Book keeper Dewsbury.

Dated this Eleventh day of December 1907

Witness to the above Signatures:—

~~Jas~~ John Charlesworth
Solicitor 20 King Street
Wakefield

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

No. of Certificate. } 96271/27

Form No. 41.

"COMPANIES' ACTS, 1862 to 1900."

REGISTERED
08914
31 DEC 1907

FIVE SHILLINGS

Declaration of Compliance

WITH THE REQUISITIONS OF THE COMPANIES' ACTS,

Made pursuant to S. 1 (2) of the Companies' Act, 1900 (63 and 64 Vict. Ch. 48), on behalf of a Company proposed to be Registered as—

THE Firth Blakeley Sons and Co

, LIMITED

Presented for Registration by

PUBLISHED AND SOLD BY
ALFRED H. ATKINS, LIMITED,
Public Companies' Registration Agents, Stationers & Printers,
27 & 28 Fetter Lane, Fleet St., London, E.C.
Telephone No: "HOLBORN 405." Telegrams: "PAINSTAKING, LONDON."

I, the undersigned, Jabez Firth Blakeley

of Beechwood Church Fenton near Leeds in the County of York Gas Engineer

(a) Here insert: "A Solicitor of the "High Court engaged "in the formation." or "'A Director' or "Secretary named in "the Articles of "Association."

Do solemnly and sincerely declare that I am (a) a Director named in the articles of association

of THE Firth Blakeley Sons and Co

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 Thornhill Lees near Dewsbury in the County of York

the 27th day of December

One thousand nine hundred and Seven before me,

Geo. Parkinson & Co.

J. Firth Blakeley

No. of Certificate. 902713

Form No. 25.

~~The~~ Firth Blakeley Sons and Co.,

REGISTERED
08913
31 DEC 1907

~~Company,~~ Limited.

STATEMENT of the Nominal Capital, made pursuant to sec. 7, 62 & 63 Vict., cap. 9, "Finance Act, 1899." (NOTE.—The Stamp Duty on the Nominal Capital is FIVE Shillings for every £100 or fraction of £100).

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

Presented for Registration by

PUBLISHED AND SOLD BY
ALFRED H. ATKINS, LIMITED,
Public Companies' Registration Agents, Stationers & Printers,
27 & 28 Fetter Lane, Fleet St., London, E.C.
Telegrams—"PAINSTAKING, LONDON." Telephone—"HOLBORN 495."

THE NOMINAL CAPITAL OF

~~The~~ Fisk & Blakeley Sons and Co.,

~~Company~~, Limited,

is Fifteen thousand Pounds,

divided into 5000 Preference Shares & 10000 Ordinary

Shares of One Pounds each.

Signature Alfred H Atkins Ld
per a'gt

Description Registering Agents

Date Dec 31st 1907

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

"The Companies' Acts, 1862 to 1900."

Company Limited by Shares.

Memorandum

AND

Articles of Association

OF

Firth Blakeley, Sons and Co., Limited.

Incorporated the 31st day of December, 1907.

BARKER & Co.,
Company Specialists, Business & Financial Agents,
27 HIGH STREET,
SHEFFIELD.

LONDON: ALFRED H. ATKINS, LIMITED,
LAW AND JOINT-STOCK COMPANIES' PRINTERS, STATIONERS, ETC.
27 & 28 FETTER LANE, FLEET STREET, E.C.

9627

FIRTH BLAKELEY SONS & CO LIMITED.

1. The name of the Company is Firth Blakeley Sons and Co Limited.

REGISTERED
08916
31 DEC 1907

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

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

(a) To acquire and take over as a going concern the business and undertaking of J.Firth Blakeley & Co, trading as Gas and Water Engineers, General Engineers and Machinery Brokers, at Thornhill Lees, Dewsbury, in the County of York, and all or any of the assets and liabilities of the proprietor of that business in connection therewith.

(b) To carry on in Great Britain and elsewhere the business of Engineers for the supply of any and all plant used by Gas or Water Companies, Sewage or other Sanitary Works, Mechanical Engineers, Ironfounders, Manufacturers of Machinery, Tools, Implements, Millwrights, Machinists, Boiler Makers, Iron and Steel Convertors, Electrical Engineers, Builders, Joiners, Painters, Gas Makers, Water Supply Engineers, and to carry on any other business manufacturing or otherwise which may

31 DEC 1907

seem to the Company capable of being conveniently carried on by the Company, or otherwise calculated directly or indirectly to enhance the value of the Company's property for the time being or incidental to or rising out of or which can be conveniently carried on or it may be desirable to carry on in conjunction with any such business

(c) To carry on business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

(d) To buy, sell, manufacture, hire, repair, let or hire, alter, improve, treat and deal in all apparatus, machinery, materials, and in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(e) To take, subscribe for, purchase, or otherwise acquire in the name of any Trustee or Trustees, for the Company or otherwise, any shares, stocks, debentures or other securities in any or of any other Company, Society, or undertaking, having

any objects of a like nature with any of those of the Company, or such as may be deemed likely to advance directly or indirectly, the interests of the Company, and either to hold or to sell, or otherwise dispose of the same, and to accept Stocks or Shares or the mortgages, Debentures, Bonds, or other securities of any Company, in payment or part payment of any work performed, or sale made by, or sum due to the Company, and to hold or dispose of the same.

(f) To enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person, firm or Company, carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, and to lend money, to guarantee the Contracts of or otherwise assist any such person or Company, and to take or otherwise acquire, Shares or Securities, of any such person Firm or Company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(g) To apply for, take out and complete, and to purchase or otherwise acquire, any Patents, Brevets d'invention, Copyright, Secret Process, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any

invention, which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem to be calculated directly or indirectly tobenefit this Company, and to use, exercise, sell, develop, or grant licenses in respect of, or otherwise turn to account the property rights or information so acquired.

(h) To sell, dispose of, or transfer, the business, property, or undertaking of the Company, or any branch or part thereof, for such consideration as the Company may think fit, either in cash, Debentures, Shares or other securities of any other Company, or in one or other or all such modes of payment, to promote any other Company for the purpose of acquiring all or any of the property or liabilities of the Company, or for any other purpose which may be deemed likely to promote or advance the interest of the Company.

(j) To establish and support ,or aid in the establishment and support, of Associations, Institutions, Funds, Trusts, and Organisations calculated to benefit the Employees or Ex-Employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object.

(k) To establish or promote, or concur in establishing or promoting any other Company or Companies whose objects shall include the taking over of all or any of the assets and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit or advance the objects and 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, or carry on any business capable of being conducted so as directly or indirectly to benefit this Company.

(l) To construct, maintain and alter any buildings, machinery, plant or works, necessary or convenient for the purpose of the Company.

(m) To purchase, lease, exchange, hire, or otherwise acquire all or any part of the business, Liabilities, property, real or personal and the transactions of any person, Firm or Company carrying on any business which this Company is authorised to carry on, and any rights or privileges which the Company may think necessary or convenient for the purpose of its Business and in particular to build, erect, construct, and completely equip, Gas or Water undertakings, or to buy, lease, or otherwise acquire existing works for the purpose of supplying to the consumers either gas or water, and to make, buy, sell, dispose of, or otherwise deal in, all or any by-products of such businesses, and to do all or

any such things as are commonly done by either Gas or water Companies and any lands, buildings, easements, machinery, plant, or stock in trade, suitable for the Purposes of the Company.

(n) To amalgamate with any Company having objects altogether or in part similar to those of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking, subject to the liabilities of this or any other Company as aforesaid, with or without winding up, or by sale or purchase (for shares or otherwise) of all the Stock or Shares of this or any other such Company as aforesaid, or by Partnership or any arrangement of the nature of Partnership or in any other manner.

(o) To invest and deal with the money of the Company not immediately required upon such Securities and in such manner as may from time to time be determined.

(p) To lend money to such person with or without security, and on such terms, and in particular to to customers and others having dealings with the Company, as may be deemed expedient and to guarantee or become security for the performance of Contracts by such persons.

(q) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, drafts, bills of lading, warrants, debentures and other negotiable and transferable instruments.

(r) To sell, improve, manage, develop, exchange, lease,

mortgage or otherwise dispose deal with or turn to account all or any part of the property and rights of the Company.

(s) To issue any Shares or Securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed or is bound to indemnify.

(t) To borrow or raise money for all or any of the purposes of the Company, and to secure the payment or discharge of any moneys so raised, or any other debts or liabilities of the Company by Mortgage or charge of any property, real or personal of the Company, whether present or future including its uncalled capital, and either by Debentures or other securities, and to pay off, redeem and accept surrender of any such Debentures, Shares and Securities.

(u) To establish, regulate and discontinue any agencies for promoting the purposes of the Company, and to act as Agent or Brokers and as Trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(v) To adopt whatever means this company may think necessary or expedient to make known to traders and to the public, the products and merchandise dealt in by this Company, and of any commissions it may from time to time have on hand, particularly by advertisements in Trade and other Jour-

nals, Circulars, Posters, Catalogues, Lists, and to advertise in any way which may seem directly or indirectly beneficial to the Company.

(w) To do all such other things as the Company may think are incidental or conducive to the attainment of the above object.

(x) To pay brokerage, commission, or other remuneration, to persons who procure or guarantee subscriptions for, or place or assist in placing any shares or securities issued by the Company, and generally to make arrangements for placing or procuring the subscription of such shares and securities.

(y) It is hereby declared that the word Company except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere.

4. The Liability of the members is limited.

5. The capital of the Company is £15,000 divided into 5,000 Preference Shares of £1 each and 10,000 Ordinary Shares of £1 each, and such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of six per cent (6%) per annum on the Capital paid up thereon and shall rank as regards capital in priority to the ordinary shares.

WE the several persons whose names are subscribed are desirous of being formed into a

Company in pursuance of this Memorandum of Association and we agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses, & Descriptions of Subscribers	Number of Shares taken by each Subscriber
Jabez Tristt Blakeley Beechlands Blackpool Pastor Wt Leeds Gas Engineer	One ordinary
William Blakely Sackville Street Gas Engineer Ravensthorpe Wt Dewsbury	One ordinary
John Albert Blakeley. 2 Herbert Terrace Thornhill Lees Foreman Gas Engineer Wt Dewsbury	one ordinary
Samuel Jethro Blakeley 4 Herbert Terrace Gas Engineers Thornhill-lees Foreman Wt Dewsbury	one ordinary
Herbert Blakeley 4, Herbert Terrace Thornhill Lees Commercial Clerk, Wt Dewsbury	One ordinary
William Beaumont Pratt Edgerton Wd Merchant Morley Wt Leeds	One ordinary
David Albert Pratt 61 Nancroy Street Thornhill Lees Book keeper Wt Dewsbury.	One ordinary

Dated this Eleventh day of December one thousand nine hundred and seven.

Witness to the signatures

John Charlesworth
Solicitor 20 King Street
Wakefield

I hereby certify that the words "or indirectly" were inserted between the fifth and sixth line of page five hereof prior to signature.

Dated the 11th day of December 1907

Jas. Cheesworth

Solicitor Freehold

Association

Gunn Blakely Sons & Co.,

19 Dec
& 9 Cl

"The Companies' Acts, 1862 to 1900."

96271/5

COMPANY LIMITED BY SHARES.

REGISTERED
08917
31 DEC 1907

Articles of Association

OF

Firth Blakeley, Sons & Co.,

Limited.

1. Subject as hereinafter provided, the regulations contained in the Table "A," as revised in 1906, (hereinafter called Table A) shall apply to this Company.

2. The following clauses of Table A shall *not* apply to this Company namely, clauses 2, 4, 5, 60, 68, 69, 70, 72, 73, 77, 85 and 111.

3. Until otherwise determined by Special Resolution, the Company shall be a private one, consisting of not more than fifty members (exclusive of persons who are in the employ of the Company), and shall not in any way invite the public to subscribe for any of its shares or debentures.

4. The business of the Company may be commenced as soon after the Incorporation of the Company as the Directors shall think fit, and notwithstanding that part only of the Shares may have been allotted.

5. Subject to any Agreement relative to the issue of Shares on special conditions, the Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times as they may think fit, and either at a premium or otherwise, but not at a discount. As regards all allotments the Directors shall comply with section 7 of the Companies' Act, 1900. The Share Certificate mentioned in clause 6 of Table A shall be issued within two months after the allotment of the Shares.

ARD M. ATKINS LTD
Companies' & General
31 DEC 1907
Registration Agents
Fetter Lane, Fleet St. London, E.C.

COMPANIES REGISTRATION

316

6. No Share shall be transferred to a person who is not a Member so long as any Member is willing to purchase the same at a fair value, and any person proposing to transfer a Share or Shares shall give notice, in writing (hereinafter called the transfer notice), to the Directors that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value and shall constitute the Company his Agent for the sale of the Share or Shares.

7. If the Company shall not, within the space of twenty-one days after being served with the notice as aforesaid, find a Member willing to purchase the Share or Shares, the person wishful to sell shall be at liberty, for a period not exceeding two months, to sell and transfer the Share or Shares (or those not placed) to any person at a price not less than that which he may have fixed as the fair value in the before-mentioned notice. In case any difference shall arise between the proposing transferor and the purchasing Member as to the fair value of a Share, the fair value shall be such sum as the Auditor for the time being of the Company shall certify in writing as in his opinion is the fair value of a Share, and the Auditor shall be bound so to certify on the application of any proposing transferor or purchasing Member.

8. The words "without assigning any reason" shall be inserted after the words "The Directors may" in the first line of clause 20 of Table A, and the words "whether fully-paid or not" shall be substituted for the words "not being fully-paid shares" in the same clause. The Directors may decline to sanction any transfer of Shares where the result of the Registration would be to make the number of Members exceed 50, in contravention of Clause 3 hereof.

9. Throughout these clauses words importing the masculine gender only shall also include the feminine gender. The number of Directors shall not be less than three nor more than seven (one of whom may be termed "Managing Director") and the qualification of every Director shall be the holding, in his own right, of Shares of whatever class in the Capital of the Company of the nominal value of at least Two Hundred and Fifty pounds. A Director may also occupy any other office (except that of Auditor) in or under the Company.

10. The persons hereinafter named shall be the first Directors, that is to say:—JABEZ FIRTH BLAKELEY, WILLIAM BLAKELEY and JOHN ALBERT BLAKELEY, and they shall be entitled until the first General Meeting in the year 1909, to appoint any other person or persons to the office of Director, provided that the total number of Directors does not at any time exceed the maximum specified in the preceding clause.

11. The first Directors, and others who from time to time succeed to that office, shall be allowed 28 days in which to procure their qualification shares and unless they shall do so, they shall be deemed to have agreed to take the said Shares, and the same shall forthwith be allotted to them. In the meantime they may exercise the same power and authority as though they held their qualification Shares.

12. The Directors may purchase, take on lease or otherwise acquire for or on behalf of the Company, any business concern, goodwill, stock-in-trade, plant, land, buildings, patents, concessions, rights and privileges, and other property which this Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit; and they may at their own discretion pay for any such business concern, goodwill, stock-in-trade, plant, land, buildings, patents, concessions, rights and privileges, and other property, or for services rendered to the Company, either wholly or partially in cash, or in shares of any class, debentures, or other securities of the Company, or by any combination of these modes; and they are hereby authorised to enter into and adopt any Agreement or Agreements in relation thereto, with full authority to agree at any time, and from time to time to any modifications therein.

13. The Directors may from time to time make, vary and repeal, bye-laws, or rules for the regulations of the business of the Company, its officers and servants, or any section thereof; provided always that no bye-law or rule shall be made under this power which would amount to such an addition or alteration of the Company's Articles of Association as could only be legally made by a Special Resolution passed and confirmed in accordance with Sections 50 and 51, Companies Act, 1862.

14. The Directors may at their discretion (but subject to the provisions of any contract) appoint, remove or suspend and re-appoint such managers, travellers, agents, assistants, and other officers and servants, for permanent, temporary or other services as they may from time to time think fit, and may determine their duties and fix their salaries and emoluments, and require security in such instances and to such amount as they may think fit.

15. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement, or any contract or arrangement entered into by or on behalf of the Company, in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, provided that no such Director shall vote as a Director in respect of any contract or arrangement in which he is interested, and if he does so vote his vote shall not be counted, and the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest; but this proviso shall not apply to any Agreement in respect of the acquisition of the business referred to in paragraph "(a)" of the third clause of the Memorandum of Association.

16. The office of Director shall be vacated :—

(i) If he cease to hold the required number of Shares to qualify him for the office.

(ii) If he become lunatic or of unsound mind, or incapacitated by permanent physical infirmity from giving adequate attention to the business of the Company.

(iii) If he become bankrupt, or suspends payment or compounds with his creditors.

(iv) If he absent himself from Board Meetings of the Company for four months without the special leave of his co-Directors.

(v) If he be convicted of an indictable offence.

(vi) If, after giving to the Company one month's notice at least (in writing) he resigns his office.

17. The words and figures "held in the year 1909" shall be inserted after the word "Company" in clause 78 of Table A.

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

19. The Directors shall be paid out of the funds of the Company, by way of remuneration for their services, such sums as the Company in General Meeting may from time to time prescribe, and such remuneration shall be divided among them in such proportion as the Directors themselves determine. Furthermore, they shall be entitled to be paid all their reasonable travelling and other expenses, properly and necessarily incurred by them in and about the business of the Company, and if any Director shall be required to perform extra services, or go, or reside at some distant place or shall otherwise be specially occupied about the Company's business, he shall (unless otherwise arranged with him) be entitled to receive a remuneration to be fixed by the Board or, at the option of such Director, by the Company in General Meeting.

20. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Directors as they think fit, and, subject to the terms of any Contract, or of a Resolution of a Board Meeting, or both, may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

21. JAMES FIRTH BLAKELEY shall be the first Managing Director, and he shall, subject to the terms of any Agreement between him and the Company, retain office on the same conditions as an ordinary Director or until he resigns (after the expiration of one month's notice in writing to the Company) or the Company by ordinary Resolution remove him.

22. The remuneration of a Managing Director shall subject to the terms of any agreement between him and the Company, be fixed either by the Directors, or by the Company in General Meeting, and may be by salary in addition to, or in substitution for, that to which he may be entitled under clause 19 hereof or commission, or participation in profits, or by all or any of these modes combined.

23. Every Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England which shall be regarded as his registered place of abode for the purpose of clause 110 of Table A.

24. Whenever any Member, except a Director, hitherto employed by the Company in any capacity is dismissed or quits such employment, the Directors may, if they think fit, at any time after his ceasing to be so employed, resolve that such Member do retire, and thereupon he shall be required to execute a transfer of his Shares to the Directors' nominee.

25. Whenever the enforced retirement of any Member has been determined in manner referred to in the preceding clause, the Shares standing in his name in the books of the Company shall immediately cease to carry the privileges to which they have hitherto been entitled both in regard to Dividends and voting and such Member shall not be entitled to be present, either in person or by proxy, at any General Meeting of the Company held subsequent to the date when the Directors resolved on the retirement as aforesaid.

26. If any such ex-employé Member shall decline or neglect to execute a transfer of his Shares, the Directors may serve him with a notice, in writing, addressed and sent (in a registered letter) to him at his last known place of abode, stating that in the event of his non-execution of transfer within fourteen days from the date of such notice, his Shares will be liable to be forfeited, and if at the expiration of such fourteen days the Member has not executed the required transfer, all the Shares standing in the name of such Member may, without any further notice or delay, be forfeited (together with any dividends that may be due) by the Directors.

27. On a show of hands no vote shall be given by proxy, but otherwise each Member voting thereat shall have one vote. But at a poll, each Member shall have one vote for every Share, of whatever class, held by him.

28. The Directors may from time to time, at their discretion, raise or borrow any sum or sums of money for the purposes of the Company, and may secure the payment of such moneys in such manner, and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the present and future property of the Company, including its uncalled capital, but the moneys so borrowed shall not at any time without the sanction of a General Meeting exceed the nominal amount of the Capital. If at any time the Company shall redeem any of its Debentures previously issued the Directors may, on behalf of the Company, keep any such redeemed Debentures alive and may re-issue the same, or any of them, in any manner sanctioned by the Companies' Act, 1907.

29. Any resolution signed by all the Members for the time being of the Company entitled to vote shall be as valid and effectual as a resolution passed in the ordinary manner by the Members assembled in General Meeting, but this clause shall not apply to a resolution passed in respect of any matter which, by the Statutes or these presents, ought to be dealt with by special or extraordinary resolution.

30. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, charges, losses and expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him or such officer or servant or in any way in the discharge of his duties, except such as happen by reason of his own dishonesty, wilful acts or defaults.

31. HERBERT BLAKELEY shall be the first Secretary of the Company, and he shall, subject to any Agreement between him and the Company, retain office until the Directors, by resolution in Board Meeting, otherwise determine, or until he resigns. His remuneration (if any) as Secretary shall be fixed by the Directors.

32. The appointment of Bankers, Solicitors and Accountants of the Company and the method of signing cheques, bills, and the like shall be left to the Directors.

33. After the provisions of Section 9, Companies' Act, 1907, shall have come into operation, the Company may pay interest out of Capital in any way sanctioned by the said Section, and clause 97 of Table A shall then be deemed to be amended accordingly.

34. When by reason of the provisions relative to Accounts, Audit, Balance Sheets and Reports in "The Companies' Act, 1907," having come into operation, any of the regulations now applicable to the Company are at variance with the said Act, the Regulations thus at variance shall be deemed to be altered so as to be in accordance with the provisions of the said Act, until duly altered by Special Resolution.

Names, Addresses and Descriptions of Subscribers.

John Firth Blakeley
Beechwood Church Fenton
Nr Leeds — Gas Engineer

William Blakeley
Sackville Street
Gas Engineer Ravensthorpe Nr Dewsbury

John Albert Blakeley
2 Herbert Terrace
Thornhill Lees
Foreman Gas Engineer Nr Dewsbury

Samuel Tetlow Blakeley
4 Herbert Terrace
Thornhill Lees
Gas Engineers Foreman Nr Dewsbury

Herbert Blakeley
4, Herbert Terrace,
Thornhill Lees,
Commercial Clerk. Nr Dewsbury.

William Beaumont Sharp
"Edgerton"
Morley Nr Leeds
Coal Merchant

David Albert Pratt
61 Nursery St.
Thornhill Lees
Book keeper Nr Dewsbury.

Dated this 11th day of December, 1907.

Witness to the above Signatures (7 in all) :—

Jno. Charlesworth
Solicitor
20 Kings Street Wakefield

DUPLICATE FOR THE FILE.

No. 96271

Certificate of Incorporation

I Hereby Certify, That the

Firth Blakeley Sons and Co, 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 Thirty-first day of December One Thousand Nine Hundred and Seven

Fees and Deed Stamps £ 9 " 5 " 0

Stamp Duty on Capital £ 37 " 10 " 0

H. T. Frankles

Registrar of Joint Stock Companies.

Certificate received by Alfred H. Atkins Ld per Cogn

27 Fetter Lane E.C.

Registering Agents

Date Jan 7 2/08

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

EXTRAORDINARY AND SPECIAL RESOLUTIONS

OF

Firth Blakeley, Sons & Co., Limited

Passed the 7th day of October, 1949.

REGISTERED
18 OCT 1949

At an Extraordinary General Meeting of the above-named Company duly convened and held at Moor End Works, Hunslet in the City of Leeds on Friday the 7th day of October 1949 the following Resolution numbered 2 was duly passed as an Extraordinary Resolution of the Company and the following Resolutions numbered 1, 3 and 4 were duly passed as Special Resolutions of the Company.

RESOLUTIONS.

1. That Article 2 of the Company's Articles of Association be amended by the deletion therefrom of the figure '4' in line 2 thereof.

2. That the capital of the Company be increased to £50,000 by the creation of 35,000 additional Ordinary Shares of £1 each.

3. (a) That with the approval and sanction of the holders thereof the 3,594 6% Preference Shares of £1 each now issued shall be converted into Ordinary Shares of £1 each and the rights and privileges now enjoyed by and affecting the said Preference Shares shall be modified and varied so that they shall rank in all respects *pari passu* with the existing Ordinary Shares of the Company.

   (b) That the 1,406 unissued 6% Preference Shares of £1 each shall cease to be Preference Shares and may be issued (subject to the provisions of the Company's Articles of Association) as Ordinary Shares ranking in all respects *pari passu* with the existing Ordinary Shares of the Company.

4. That the regulations contained in the printed document submitted to this meeting and signed for identification by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the Existing Articles of Association.

R G Hamilton

JORDAN & SONS LIMITED
15 OCT 1949

This is the printed document referred to in a Special Resolution duly passed at an Extraordinary General Meeting of the Company duly convened and held on the Seventh day of October 1949.

R G Thomson

Chairman.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(NEW)

Articles of Association

OF

Firth Blakeley, Sons & Co.,

LIMITED.

PRELIMINARY.

1. 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, the clauses in Part I of Table A numbered 24 to 32 both inclusive, 58, 75 and 76 shall not apply to this 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.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary Shares of £1 each.

4. Subject to the provisions of these Articles, 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.

5. The lien conferred by Clause 11 in Part I of Table A shall attach 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.

TRANSFER OF SHARES.

6. A person, whether a Member of the Company or not (hereinafter called the "proposing transferor") who desires to transfer any Share must serve the Company with notice in writing (hereinafter called the "transfer notice"), that he desires to make such transfer. Such transfer notice shall be deemed to constitute

the Company the agent of the proposing transferor for the sale of the Share to any Member of the Company or other person approved of by the Directors at the "fair value," and such authority shall not be revocable, and if the Company shall within two months after being served with such transfer notice find a Member or other person willing to purchase the Shares (hereinafter called "the purchaser"), and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the "fair value" to transfer the Share to the purchaser.

7. The fair value of a Share shall be fixed by the Auditor or Auditors from time to time as occasion may arise as at the date of the last balance sheet of the Company and upon any sale pursuant to Articles 6 to 9 (inclusive), the amount so fixed, with the addition thereto of five per centum per annum, from the date of the last balance sheet of the Company to the date of the completion of such sale (less any dividend in the meantime paid), shall be deemed to be the fair value for the purposes of such sale. Provided that in the case of a compulsory transfer under Article 13 the fair value of a Share shall be not less than the par value thereof.

8. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may authorise any person to execute a transfer of the said Shares for and on behalf of the proposing transferor and receive the purchase money, and shall thereupon cause the name of the purchaser to be inserted in the Register as the holder of the Share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

9. If the Company shall not within the space of two months allowed in Article 6 hereof, find a Member or other person willing to purchase the Shares, and give notice to the proposing transferor in manner therein provided, the proposing transferor shall at any time within one calendar month afterwards be at liberty, subject to the general power of the directors to refuse registration of transfers contained in Clause 3 of Part II of Table A, to sell or transfer the Shares (or those not placed), to any person at any price he may think fit. If within such period of one month the proposing transferor shall not have transferred such Shares, such privilege shall lapse and all the provisions of these Articles shall again apply to such Shares.

10. The Company may make, and from time to time vary rules, as to the mode in which any Shares specified in any notice served on the Company pursuant to the foregoing provisions shall be offered to the Members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same. Until otherwise determined by such rules, Shares shall, in the first instance, be offered to the existing holders of Ordinary Shares *pro rata* according to the number of Ordinary Shares respectively held by them in the Company, such time but not exceeding two months from the service of such notice as the Directors think fit being limited for the acceptance of such offer. Any Shares not so disposed of may be disposed of to such other person or persons (including any of the Directors) as the Directors may approve.

11. Shares standing in the name of the trustees of any deceased Member may be transferred upon any change of trustees for the time being and Article 6 shall not apply to any such transfer, but such transfer shall be subject to the general power to refuse registration of transfers contained in Clause 3 of Part II of Table A.

12. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

COMPULSORY TRANSFER.

13. Whenever any Member of the Company (other than a Director) in the employment of the Company ceases to be so employed the Directors may at any time or from time to time within twelve calendar months after his resignation, dismissal, or his otherwise ceasing to be employed by the Company, or his death, serve such Member or his personal representatives, as the case may be, with a notice in writing requiring him or them to transfer at the fair value all or any of the Shares registered in the name of such Member or such representatives, as the case may be. At the expiration of fourteen days after service of such notice, he or they shall be deemed to have served the Company with a transfer notice constituting the Company his or their agents for the sale of such Shares in accordance with Article 6 hereof, and all the ancillary and consequential provisions of these Articles shall apply thereto.

TRANSMISSION OF SHARES.

14. The legal personal representatives of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the Shares registered in the name of such Member, and in case of the death of any one or more of the registered joint holders of any Shares, the survivior or surviviors shall be the only person or persons recognised by the Company as having any title to or interest in such Shares. But this Article shall not be deemed to release the estate of a deceased joint holder from any liability in respect of any Shares held by him jointly with any other person or persons.

15. (*a*) Any person becoming entitled to a Share in consequence of the death or bankruptcy of any Member or otherwise than by transfer may with the consent of the Board and subject to the provisions of these Articles be registered as a Member upon production of the Share Certificate, and such evidence as may be reasonably required by the Directors to prove his title, including in case of death, English probate, or Letters of Administration or Scottish confirmation, or Irish Probate or Letters of Administration registered in England, or instead of being registered himself, may, subject as aforesaid, execute a transfer of such Share.

(*b*) The guardians of an infant Member, or the *curator bonis* or Committee of a lunatic Member may, upon producing to the Directors such evidence of their position as may be reasonably required, be placed upon the Register in respect of the Shares held by such infant or lunatic Member, as the case may be.

(*c*) The Directors shall have the same right to refuse to register the person entitled to any Shares by reason of the death, bankruptcy, insolvency, lunacy, or infancy of any Member or his nominee, or a transferee from any such person as if he were the transferee named in an ordinary transfer presented for registration.

16. Any person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

17. The transfer books may be closed during such period or periods as the Board may think fit, not exceeding in the whole thirty days in each year.

18. The Directors may also refuse to recognise any instrument of transfer or other document hereafter mentioned unless the following provisions are complied with:—

(a) There shall be paid to the Company in respect of the registration of any transfer, probate, letters of administration, certificate of marriage or death, or power of attorney or distringas, such fee, not exceeding Two Shillings and Sixpence, as the Board deem fit.

(b) Every instrument of transfer shall be lodged with the Company, accompanied by the certificate of the Shares comprised therein, and such evidence as the Board may require to prove the title of the transferor, and thereupon and upon payment of the proper fee, the transferee shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a Member in respect of such Shares, and the instrument of transfer shall be retained by the Company. The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

GENERAL MEETINGS.

19. 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.

20. 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."

DIRECTORS.

21. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than three nor more than seven. The Directors of the Company at the date of the adoption of these Articles are Robert Greig Thomson, Samuel Cawthorne, Leonard Hartley, Stanley Clayton Thomson and William Blakeley

22. The remuneration of the Directors (if any) shall from time to time be determined by the Company in General Meeting (and shall be deemed ordinary business of such meeting, Clause 52 of Part I of Table A being modified accordingly) and the sum so fixed shall be divided among them in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any Resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors shall also be paid all travelling hotel and other expenses properly and necessarily incurred by them in attending meetings of the Company and the Board and otherwise on the business of the Company.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

24. 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.

ALTERNATE DIRECTORS.

25. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. An alternate Director present at any meeting shall be counted for the purpose of ascertaining whether a quorum is present thereat. In appointing an alternate Director the appointor may (with the approval of the Board) appoint a second person to act in the absence of the first and third person to act in the absence of the first and second but only the first named alternate Director shall be entitled to receive notice of the meeting.

WINDING-UP.

26. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NOTICES.

27. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

Number of Company } 96271 /66

Form No. 10.

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL

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

Notice of Increase in the Nominal Capital

OF

FIRTH BLAKELEY, SONS & CO.,

LIMITED

Pursuant to Section 63 of The Companies Act, 1948

REGISTERED
18 OCT 1949

Telegrams "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 6434 (4 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

Printed by

JORDAN & SONS LIMITED 116 CHANCERY LANE LONDON

18 OCT 1949

Notice of Increase in the Nominal Capital

OF

STRTH BLAKELEY, FONE & CO., *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*) an Extraordinary Resolution of the Company dated the Seventh day of October 1949 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £35,000 (Thirty five thousand pounds), beyond the Registered Capital of £15,000 (Fifteen thousand pounds)

The additional Capital is divided as follows:—

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

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

The new ordinary shares rank pari passu with the existing ordinary shares of the Company.

Signature Sidney Jones

Description (*c*) Secretary

Dated the Seventh day

of October, 19 49.

(*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 is reserved for binding, and must not be written across.

Number of Company 96241 - 67

[Form No. 26.

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

ONE HUNDRED FIFTY POUNDS

TWENTY FIVE POUNDS

Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of the Nominal Capital

OF

ERNEST BLAKELY, SONS & CO.,

LIMITED,

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

REGISTERED 18 OCT 1949

This statement has to be registered with the Notice of Increase in the Nominal Capital and printed copy of the Resolution authorising the increase required under Section 52 of The Companies Act, 1929.

HG-89237

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON." TELEPHONE No.: HOLBORN 0434 (3 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.

JORDAN & SONS, LIMITED REGISTRATION 18 OCT 1949 AGENCY 116 CHANCERY LANE, LONDON

LIMITED

THE NOMINAL CAPITAL

OF

ARTHUR BLAKELEY, SONS & CO., LIMITED,

has, by a Resolution of the Company dated the 7th day of October, 1949, been increased by the addition thereto of the sum of Thirty-five thousand Pounds, divided into Thirty five thousand ordinary Shares Shares of One pound each, beyond the Registered Capital of Fifteen thousand pounds.

Signature Sidney Jones

Description Secretary.

Dated the Seventh day

of October 1949.

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

78

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

SPECIAL AND ORDINARY RESOLUTIONS

OF

Firth Blakeley Sons & Co. Limited

REGISTERED 26 OCT 1955

Passed the 25th day of October, 1955.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Moor End Works, Hunslet, Leeds 10, on Tuesday the 25th day of October, 1955, the subjoined resolution numbered 1 was duly passed as an ORDINARY RESOLUTION and the subjoined resolution numbered 2 was duly passed as a SPECIAL RESOLUTION of the Company :—

RESOLUTIONS

"1. That the capital of the Company be increased to £70,000 by the creation of 20,000 additional Ordinary Shares of £1 each

2. (*a*) That it is desirable to capitalise the sum of £31,596 forming part of the undivided profits of the Company standing to the credit of the Profit and Loss Account, that the Directors be authorised and directed to apply the said sum of £31,596 in paying up in full 31,956 unissued Ordinary Shares of £1 each and that such 31,596 Ordinary Shares be distributed by the Directors amongst the holders of Ordinary Shares of the Company *pro rata* to their respective holdings thereof on the 24th day of October, 1955, but subject as hereinafter provided with regard to fractions.

(*b*) No Member shall be entitled to receive any fraction of an Ordinary Share of £1 to which he might, but for the provisions of this paragraph, have become entitled by reason of the foregoing capitalisation of profits. The Ordinary Shares representing the sum of such fractions shall be distributed amongst the holders of Ordinary Shares on the said 24th October, 1955, in such manner as the Directors shall in their absolute discretion think fit but so that no such Ordinary Shareholder shall become entitled to receive a fractional part of any such Ordinary Share."

Chairman.

No. of Company 96271

79

(C.F. 10)

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

REGISTERED 26 OCT 1955

NAME OF COMPANY FIRTH BLAKELEY SONS & CO. LIMITED.

Cat. No. C.F.10.

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

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

Law Stationers and Company Registration Agents.

PI88 S1192(3)

Presented by

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

FIRTH BLAKELEY SONS & CO. LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (*a*) Ordinary Resolution of the Company dated the 25th day of October 19 55 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 20,000 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.
20,000	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 with the existing Ordinary Shares of the Company.

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

(*Signature*) Sam Cawthorne

(*State whether Director, or Secretary*) Director

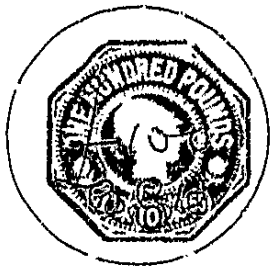
Dated the 25th day of October 19 55

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

(*b*) Delete as appropriate.

This margin to be reserved for binding.

No. of Company 76011 - 80



Inland Revenue Duty Stamp to be impressed here.

COMPANY HAVING A SHARE CAPITAL.

Statement of Increase of Nominal Capital.

Pursuant to Section 112 *of the Stamp Act,* 1891.

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

REGISTERED 26 OCT 1955

NAME OF COMPANY FIRTH BLAKELEY SONS & CO. LIMITED.

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

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

CAT. No. CA.26.

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

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

Law Stationers and Company Registration Agents.

F 205. 5159240

Presented for registration by

The Nominal Capital

OF

FIRTH BLAKELEY SONS & CO. LIMITED,

has by a Resolution of the Company dated the 25th day

of October, 19 55, been increased by the addition thereto of

the sum of TWENTY THOUSAND Pounds,

divided into TWENTY THOUSAND Shares

of ONE POUND each,

beyond the Registered Capital of FIFTY THOUSAND ORDINARY SHARES

OF £1 EACH

*Signature [signature]

Description Director

Date 25th October 19 55

*This Statement must be signed by an officer of the Company.

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

96,271/117

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FIRTH BLAKELEY, SONS & CO., LIMITED

Passed on the 22nd day of May, 1979

At the Annual General Meeting of the above-named Company duly convened and held on Tuesday the 22nd day of May 1979, and as special business thereof, the following resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

"That the Articles of Association of the Company be amended by the insertion of the following new Article immediately after Article 22:-

22A. Any person may be appointed a Director notwithstanding that he has attained the age of seventy years, and no person shall be required to vacate his office of Director by reason only of his having attained the age of seventy years, or any other age."

Sidney Jones

Director

COMPANY REGISTRATION OFFICE
M
31 MAY 1979
62

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

~~Memorandum~~

~~and~~

Articles of Association

of

FIRTH BLAKELEY, SONS & CO., LIMITED

Incorporated the 31st day of December 1907

Print of Articles amended up to 22nd May 1979

It is hereby certified that this is a true copy of the Articles of Association of the Company incorporating all amendments made down to and including 22nd May 1979 the same being filed pursuant to Section 9 of the European Communities Act 1972.

FIRTH BLAKELEY, SONS & CO. LTD.
Engineers
— and —
Contractors
CHURCH FENTON YORKSHIRE

COMPANIES REGISTRATION OFFICE
19 SEP 1979
38

14

SECRETARY

Simpson, Curtis & Co., Leeds 1.

COMPANIES REGISTRATION OFFICE
M
24 JUL 1979
57

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(NEW)

Articles of Association

OF

Firth Blakeley, Sons & Co.,

LIMITED.

Still Private

PRELIMINARY.

1. 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, the clauses in Part I of Table A numbered 24 to 32 both inclusive, 53, 75 and 76 shall not apply to this 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.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

* See footnote

3. The Share Capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary Shares of £1 each.

4. Subject to the provisions of these Articles, 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.

5. The lien conferred by Clause 11 in Part I of Table A shall attach 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.

TRANSFER OF SHARES.

6. A person, whether a Member of the Company or not (hereinafter called the "proposing transferor") who desires to transfer any Share must serve the Company with notice in writing (hereinafter called the "transfer notice"), that he desires to make such transfer. Such transfer notice shall be deemed to constitute

* N.B. By Ordinary Resolution passed on the 25th October 1956 the capital of the Company was increased to £70,000 by the creation of 20,000 additional Ordinary Shares of £1 each.

the Company the agent of the proposing transferor for the sale of the Share to any Member of the Company or other person approved of by the Directors at the "fair value," and such authority shall not be revocable, and if the Company shall within two months after being served with such transfer notice find a Member or other person willing to purchase the Shares (hereinafter called "the purchaser"), and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the "fair value" to transfer the Share to the purchaser.

7. The fair value of a Share shall be fixed by the Auditor or Auditors from time to time as occasion may arise as at the date of the last balance sheet of the Company and upon any sale pursuant to Articles 6 to 9 (inclusive), the amount so fixed, with the addition thereto of five per centum per annum, from the date of the last balance sheet of the Company to the date of the completion of such sale (less any dividend in the meantime paid), shall be deemed to be the fair value for the purposes of such sale. Provided that in the case of a compulsory transfer under Article 13 the fair value of a Share shall be not less than the par value thereof.

8. If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the Share, the Company may authorise any person to execute a transfer of the said Shares for and on behalf of the proposing transferor and receive the purchase money, and shall thereupon cause the name of the purchaser to be inserted in the Register as the holder of the Share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

9. If the Company shall not within the space of two months allowed in Article 6 hereof, find a Member or other person willing to purchase the Shares, and give notice to the proposing transferor in manner therein provided, the proposing transferor shall at any time within one calendar month afterwards be at liberty, subject to the general power of the directors to refuse registration of transfers contained in Clause 3 of Part II of Table A, to sell or transfer the Shares (or those not placed), to any person at any price he may think fit. If within such period of one month the proposing transferor shall not have transferred such Shares, such privilege shall lapse and all the provisions of these Articles shall again apply to such Shares.

10. The Company may make, and from time to time vary rules, as to the mode in which any Shares specified in any notice served on the Company pursuant to the foregoing provisions shall be offered to the Members, and as to their rights in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same. Until otherwise determined by such rules, Shares shall, in the first instance be offered to the existing holders of Ordinary Shares *pro rata* according to the number of Ordinary Shares respectively held by them in the Company, such time but not exceeding two months from the service of such notice as the Directors think fit being limited for the acceptance of such offer. Any Shares not so disposed of may be disposed of to such other person or persons (including any of the Directors) as the Directors may approve.

11. Shares standing in the name of the trustees of any deceased Member may be transferred upon any change of trustees for the time being and Article 6 shall not apply to any such transfer, but such transfer shall be subject to the general power to refuse registration of transfers contained in Clause 3 of Part II of Table A.

12. If the Directors refuse to register a transfer of any Shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

COMPULSORY TRANSFER.

13. Whenever any Member of the Company (other than a Director) in the employment of the Company ceases to be so employed the Directors may at any time or from time to time within twelve calendar months after his resignation, dismissal, or his otherwise ceasing to be employed by the Company, or his death, serve such Member or his personal representatives, as the case may be, with a notice in writing requiring him or them to transfer at the fair value all or any of the Shares registered in the name of such Member or such representatives, as the case may be. At the expiration of fourteen days after service of such notice, he or they shall be deemed to have served the Company with a transfer notice constituting the Company his or their agents for the sale of such Shares in accordance with Article 6 hereof, and all the ancillary and consequential provisions of these Articles shall apply thereto.

TRANSMISSION OF SHARES.

14. The legal personal representatives of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the Shares registered in the name of such Member, and in case of the death of any one or more of the registered joint holders of any Shares, the survivior or surviviors shall be the only person or persons recognised by the Company as having any title to or interest in such Shares. But this Article shall not be deemed to release the estate of a deceased joint holder from any liability in respect of any Shares held by him jointly with any other person or persons.

15. (*a*) Any person becoming entitled to a Share in consequence of the death or bankruptcy of any Member or otherwise than by transfer may with the consent of the Board and subject to the provisions of these Articles be registered as a Member upon production of the Share Certificate, and such evidence as may be reasonably required by the Directors to prove his title, including in case of death, English probate, or Letters of Administration or Scottish confirmation, or Irish Probate or Letters of Administration registered in England, or instead of being registered himself, may, subject as aforesaid, execute a transfer of such Share.

(*b*) The guardians of an infant Member, or the *curator bonis* or Committee of a lunatic Member may, upon producing to the Directors such evidence of their position as may be reasonably required, be placed upon the Register in respect of the Shares held by such infant or lunatic Member, as the case may be.

(*c*) The Directors shall have the same right to refuse to register the person entitled to any Shares by reason of the death, bankruptcy, insolvency, lunacy, or infancy of any Member or his nominee, or a transferee from any such person as if he were the transferee named in an ordinary transfer presented for registration.

16. Any person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

17. The transfer books may be closed during such period or periods as the Board may think fit, not exceeding in the whole thirty days in each year.

18. The Directors may also refuse to recognise any instrument of transfer other document hereafter mentioned unless the following provisions are mplied with:-

(a) There shall be paid to the Company in respect of the registration of any transfer, probate, letters of administration, certificate of marriage or death, or power of attorney or distringas, such fee, not exceeding Two Shillings and Sixpence, as the Board deem fit.

(b) Every instrument of transfer shall be lodged with the Company accompanied by the certificate of the Shares comprised therein, and such evidence as the Board may require to prove the title of the transferor, and thereupon and upon payment of the proper fee, the transferee shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a Member in respect of such Shares, and the instrument of transfer shall be retained by the Company. The Board may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.

GENERAL MEETINGS.

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

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

DIRECTORS.

21. Unless and until the Company in General Meeting shall otherwise etermine, the number of Directors shall not be less than three nor more than even. The Directors of the Company at the date of the adoption of these rticles are Robert Greig Thomson, Samuel Cawthorne, Leonard Hartley, Stanley layton Thomson and William Blakeley.

22. The remuneration of the Directors (if any) shall from time to time be etermined by the Company in General Meeting (and shall be deemed ordinary usiness of such meeting, Clause 52 of Part I of Table A being modified ccordingly) and the sum so fixed shall be divided among them in such roportions and in such manner as they shall agree, or in default of agreement qually: Provided that any Director who shall not have served during the whole eriod for which the remuneration is payable shall receive only an amount roportioned to the time served by him. Any Resolution of the Board reducing r postponing the time for payment of the Directors' remuneration shall bind ll the Directors. The Directors shall also be paid all travelling hotel and ther expenses properly and necessarily incurred by them in attending meetings f the Company and the Board and otherwise on the business of the Company.

22A. Any person may be appointed a Director notwithstanding that he has ttained the age of seventy years, and no person shall be required to vacate is office of Director by reason only of his having attained the age of seventy ears, or any other age.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

24. 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.

ALTERNATE DIRECTORS.

25. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office. An alternate Director present at any meeting shall be counted for the purpose of ascertaining whether a quorum is present thereat. In appointing an alternate Director the appointor may (with the approval of the Board) appoint a second person to act in the absence of the first and third person to act in the absence of the first and second but only the first named alternate Director shall be entitled to receive notice of the meeting.

WINDING-UP.

26. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NOTICES.

27. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

No: 96271

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

FIRTH BLAKELEY, SONS & COMPANY LIMITED

Passed on the 30th day of November, 1990

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTIONS

THAT Clause 3 of the Company's Memorandum of Association (relating to its objects) be deleted and that a new Clause 3 set out in the printed document submitted to all the members, signed by them for the purpose of identification, be substituted therefor.

2. THAT the Regulations contained in the printed document submitted to all the members, signed by them for the purposes of identification, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Signed on 30th November 1990 by .....
J M Lowe

Signed on 30th November 1990 by .....
Director
For and on behalf of
Clayton Son & Co
(Holdings) Plc

COMPANIES HOUSE
18 DEC 1990
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COMPANIES HOUSE
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No. 96271

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

FIRTH BLAKELEY, SONS & COMPANY LIMITED

Incorporated the 31st December 1907
New Articles adopted on 7th October 1949 and
Memorandum of Association altered
and New Articles adopted on ~~November~~ 14th DECEMBER 1990

COMPANIES HOUSE
19 DEC 1990

Simpson Curtis
Solicitors
Leeds LS1 2NS

(COAT OF ARMS)

COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

No. 96271

I HEREBY CERTIFY that FIRTH BLAKELEY SONS & COMPANY is this day incorporated under the Companies (Consolidation) Act 1908 as a private company and that the Company is Limited.

GIVEN under my hand at London this 31st day of December 1907

An authorised officer

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FIRTH BLAKELEY SONS & COMPANY LIMITED

(as amended by written resolution passed on 11th December ~~November~~ 1990)

1. THE name of the Company is FIRTH BLAKELY SONS & COMPANY LIMITED.

2. THE Registered Office of the Company will be situate in England.

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

(1) To carry on all or any of the trades or businesses of engineers, founders, smiths, metal workers, machinists, electrical and mechanical engineers, builders, contractors, wholesale warehousemen, removers, storers, packers and carriers of personal property; and to buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, tools, materials, products and things capable of being used for the purposes of the foregoing businesses or any of them, or likely to be required by customers of the Company.

(2) To act as general merchants and traders, manufacturers agents and representatives, advertising and financial agents administrators, hire purchase and general financiers, capitalists, brokers, agents, commission agents, importers, exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers, marketing and business consultants, general dealers, discount traders, printers, publishers, and stationers.

(3) To carry on any other businessas a general commercial company which may seem to the Company capable of being conveniently carried on in the best interest thereof, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(4) To rent, purchase or by other means acquire any freehold, leasehold or other real property for any estate or interest whatever, and any rights, licences, privileges, or easements over or in respect of any such property, and to develop and turn to account and deal with the same in such manner as may be thought expedient.

(5) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.

(6) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works and machinery necessary for the Company's business.

(7) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(8) To apply for, exercise, use, register, turn to account, purchase, acquire, sell, let, grant or otherwise deal with or use any letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights, privileges, or monopolies or any interest in the same.

(9) To manufacture and deal in all kinds of articles and things required for the purposes of or commonly dealt in by persons engaged in any such business as aforesaid or in connection with any such letters patent, trade marks, brevets d'invention, concessions, licences, inventions, rights or privileges as aforesaid.

(10) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any other purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.

(11) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments.

(12) To borrow or raise or secure the payment of money, and for those or other purposes including in particular (but without prejudice to the generality of the foregoing), the giving of collateral security for any guarantee by the Company or for any obligation of the Company's holding company (if any) or any subsidiary of the Company or of such holding company or any company otherwise associated with the Company in business, to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(13) To make advances to any company, firm or person with or without security, and upon such terms as the Company may approve, and either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee the performance of the obligations and the payment of the capital or principal (together with any premium) of and any dividends or interest on any stocks, shares, or securities or other obligations whatsoever (including, without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future due, owing or incurred to bankers) of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985, or a subsidiary, as defined by the said section, of the Company or of the Company's holding company, or otherwise associated with the Company in business and to create mortgages charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital whether in support of any such guarantees or otherwise.

(14) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement, or co-operate in any way with any person, firm or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company

(15) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable transferable or mercantile instruments, or to purchase or guarantee the same.

(16) To apply for, promote, and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them.

(17) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of, and deal in shares, stocks and securities of any company having objects similar to those of the Company, or carrying on any business capable of being conducted so as to benefit the Company directly or indirectly.

(18) To act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(19) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise; to grant pensions or gratuities to and establish any contributory or non-contributory pension or superannuation fund for the benefit of any present or former directors, officers or employees of the Company or the Company's holding company (if any), the predecessors in business of, or any subsidiary or associated company of, or business acquired by, the Company or such holding company, or the relations, connections or dependants of any such persons; and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons.

(20) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same; and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.

(21) To procure the registration of the Company in or under the laws of any place outside England.

(22) To promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the objects of the Company or the interests of its members.

(23) To insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company, or on the lives of any other persons in whom the Company may have an insurable interest.

(24) To sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other company.

(25) To distribute among the members of the Company in specie any property of the Company.

(26) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others; and to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. THE liability of the members is limited.

5. THE capital of the Company is £70,000 divided into 70,000 Ordinary shares of £1 each

No. 96271

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FIRTH BLAKELEY SONS & COMPANY LIMITED

(New Articles of Association adopted on 14th December ~~November~~ 1990)

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded.

(B) Regulations 8, 24, and 73 to 80 inclusive, of Table A shall not apply to the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. At the date of adoption of these Articles as the Articles of Association of the Company the share capital of the Company is £70,000 divided into 70000 Ordinary Shares of £1 each.

4. (A) The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).

(B) The general authority conferred by this Article shall:-

(i) extend to all relevant securities of the Company from time to time unissued during the currency of such authority (including any relevant securities hereafter created);

(ii) expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting; and

(iii) entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

6. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet or other document

required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

11. There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum.

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWER

14. The following words shall be added after the words "one or more directors" in regulation 72 of Table A:-
"who shall have power unless the Directors direct otherwise to adopt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

DIRECTORS

15. (A) The Directors shall not be liable to retire by rotation.

(B) A Director shall not be required to hold any share qualification.

16. (A) The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(B) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

17 (A). Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more

than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgment at the registered office of the Company.

(B) The office of a Director shall not be vacated if he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and he has appointed an alternative Director who has not been similarly absent during such period and regulation 81 of Table A shall be amended accordingly.

(C) The office of Director shall, in addition to the circumstances mentioned in regulation 81 of Table A be vacated:-

(i) if he is removed from office under paragraph (A) of this Article;

(ii) if he shall have served upon a notice in writing signed by his co-Directors (being at least two in number) removing him from office as a Director.

(D) Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate, his office as a Director on or by reason of this attaining or having attained the age of seventy, and any person proposed to the appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

18. The following words shall be added after the words "from day to day" in regulation 82 of Table A: "Such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of unanimous agreement equally. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors".

POWERS AND DUTIES OF DIRECTORS

19. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom 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. Regulations 94 and 95 of Table A shall be modified accordingly.

20. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

21. The Directors may from time to time appoint any one or more persons who are or have been employed by the Company to the office of Associate Director for such period, at such remuneration (if any) and generally on such terms as they shall think fit, including the terms that any such Director shall be entitled to such rights and powers only and be subject to such restrictions in all respects as shall be conferred upon him defined or arranged at the time of appointment or subsequently. Subject as aforesaid an Associate Director shall not be entitled to notice of or to attend meetings of the Directors except in cases where the terms, right, powers, restrictions and title may be so defined either absolutely and in fixed terms or by reference to the discretion and decision from time to time of the Board of Directors. The appointment of an Associate Director hereunder shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Companies Act, 1985, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors. An Associate Director appointed under this Article shall not (a) be remunerated as a Director pursuant to Regulation 82 if Table A (as amended by Articles 18); (b) be counted in the quorum at a meeting of Directors or be entitled to vote thereat; (c) be authorised to act as a Director in the affixing of the seal; (d) be taken into account in determining the order or retirement of Directors by rotation; or (e) be counted for the purposes of calculating the number of Directors pursuant to Regulation 64 of Table A.

Simpson Curtis

SOLICITORS

41 Park Square Leeds LS1 2NS Telephone (0532) 433433
Telex 55376 Fax (0532) 445598 DX 26440 Leeds Park Square

Our Ref: IAA.LSD.90.3898.0

17th December 1990

Dear Sirs

Various Companies

In relation to the following Companies we enclose Written Resolutions amending Clause 3 of the Memorandum of Association and adopting New Articles of Association together in each case with a copy of the Revised Memorandum and Articles of Association as amended by the above Resolutions:-

(a) Firth Blakeley Sons & Company Limited (No. 96271).

(b) Clayton Son & Company Limited (No. 691719).

(c) John Shaw & Sons (Salford) Limited (No. 705530).

(d) Fielding & Platt Limited (No. 309348).

(e) Baxter Crushers Limited (No. 91201).

(f) Goodall Clayton & Company Limited (No. 138709).

(g) Armstrong (Leeds) Limited (No. 493447).

(h) Wm Johnson & Sons (Leeds) Limited (No. 104665).

(i) Philson Engineering Limited (No. 974989).

(j) Camwheat Pie Machine Company Limited (No. 198686).

(k) Clayton (Dartmouth) Properties Limited (No. 1767494).

(l) Clayton Energy Systems Limited (No. 143490).

COMPANIES HOUSE 18 DEC 1990 LEEDS

Registrar of Companies

Continued....

COMPANIES HOUSE 19 DEC 1990

E Anthony Blackmore, David V Evans, Stephen B Turner, John E Perry, Martin Shaw, Andrew W Walker, John R Browne, Nigel P H Metcalfe, Nigel F Banks, Guy L Harvey, Michael R Heath, C Sean Lappell, Stephen B J Chandler, Malcolm E Lloyd, Jonathan D Jeffries, Philip B Coates, Nicholas G Wilford, David W J Crone, Nicholas J Paintes, Michael F James, Trevor C Clarke, Charles R S Powell, Frank J Suttie, Gary J O'Brien, Andrew W Gosney, Michael J Robinson, Kevin P Hartford, Christopher R Waterhouse, Associates, Anne R Tojax, Caroline P Hedges, Wayne M Parker, Richard M James, Andrew Quinlan, Judith A Greaves, Gareth Henry, Associates, Associates, Stephen E Belshaw, Graham J Rider, Christopher D Booth, Tax Executive, Michael G Longden, Stephen D Armstrong, John Holden

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Simpson Curtis is authorised by the Law Society to conduct investment business

Member of the Legal Resources Group

Simpson Curtis

SOLICITORS

17th December 1990

(m) Penshaw Engineering Limited (No. 1232055).

In relation to Henry Berry & Co Limited (No. 59835) we enclose Written Resolution amending the Company's Memorandum of Association in respect of its Objects together with a copy of the Memorandum and Articles of Association revised accordingly.

In relation to Waterless Gas Holder Company Limited (No. 221447) we enclose a Print of Special Resolutions amending the Memorandum of Association and adopting New Articles of Association together with a copy of the Memorandum and Articles of Association as revised.

If you have any questions on the enclosures please contact Ian Akitt of this firm in the first instance.

Yours faithfully

Simpson Curtis

Registrar of Companies
25 Queen Street
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Enc

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