

Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

Number of )  
Certificate )

Form No. 41.

THE COMPANIES (CONSOLIDATION) ACT, 1908."

Declaration of Compliance



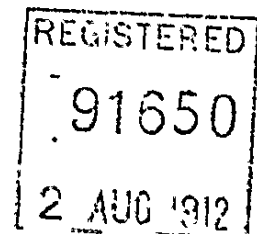
A  
Companies'  
Stamp  
5s.  
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WITH THE

REQUIREMENTS OF THE COMPANIES  
(CONSOLIDATION) ACT, 1908

made pursuant to Section 17, Sub-section 2, of The Companies (Consolidation),  
Act, 1908, on behalf of a Company proposed to be Registered as

*W. Bull & Co.*  
**LIMITED.**



(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, Publishers, and Stationers,  
116 & 117 CHANCERY LANE, LONDON, W.C.

intended for filing in



I William Horsfall Clifford of 25 Portland Street Mansfield in the County of Nottingham Clerk

\*Here insert--  
"A Solicitor  
of the High  
Court en-  
gaged in the  
formation,"  
or "A person  
named in the  
Articles of  
Association as  
a Director or  
Secretary."

Do solemnly and sincerely Declare that I am\* A person  
named in the Articles of Association as  
Secretary of W. Bull & Co.

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,  
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.

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

Declared at *Alfreton*  
in the County of  
*Derby*

*27<sup>th</sup>* day of *July*

One thousand nine hundred and *twelve*

before me,

*John R. Skarby*

*W. H. Clifford.*

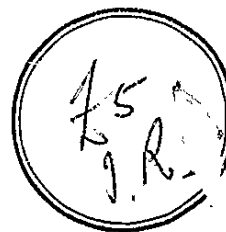
Number of  
Certificate

123595

Form No. 25.

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

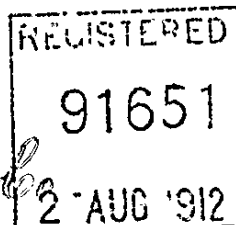
COMPANY LIMITED BY SHARES.



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

# Statement of the Nominal Capital

OF



*W. Bull & Co*

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as  
amended by Section 7 of The Finance Act, 1899.

(See Page 2 of this Form.)

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

TELEGRAMS: "CERTIFICATE LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

**JORDAN & SONS, LIMITED,**  
Company Registration Agents, Printers, Publishers, and Stationers,  
116 & 117 CHANCERY LANE, LONDON, W.C.

anted for filing by



# THE NOMINAL CAPITAL

OF

*W. Bull & Co.* \_\_\_\_\_ LIMITED,

is *Two thousand* \_\_\_\_\_ Pounds,

divided into *Two thousand* \_\_\_\_\_ Shares

of *one pound* \_\_\_\_\_ each.

Signature *W. H. Clifford*  
Description *Secretary*

Dated the *twenty-sixth* day

of *July*

19 *12*

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

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

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101

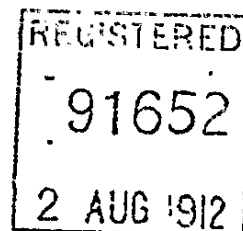
"The Companies (Consolidation) Act, 1908."

COMPANY LIMITED BY SHARES.

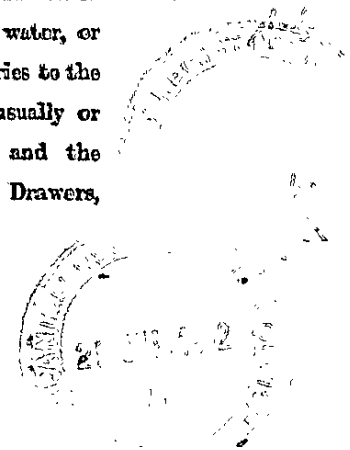
# Memorandum of Association

OF

**W. BULL & Co.,**  
**LIMITED.**



1. The Name of the Company is "W. BULL & CO., LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are—
  - (a) To acquire and take over as a going concern the business now carried on by WILLIAM BULL and EDWARD BRADLEY, under the style of "W. BULL & Co.," at West Gate, Mansfield, in the County of Nottingham, together with the whole or any part of the assets of that business, and to discharge the whole or any part of the liabilities of that business.
  - (b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business or businesses of Motor Garage Owners, Letters out on Hire and Storers of Automobiles, and of Repairers of, Dealers in, and Makers of Automobiles, Cycles, Motor Boats, Motor Cycles, Launches, Omnibuses, Vans, Lorries, and other Vehicles driven by mechanical power, whether for use on land, water, or in the air, or the component parts thereof, and of all Accessories to the same, and of Tools, Plant and Machinery, and other Articles usually or conveniently dealt in or made by Engineers and Machinists, and the general business of Engineers, Machinists, Fitters, Founders, Wire Drawers,



Tube Makers, Japanners, Stampers, Piercers, and Workers in Iron, Steel, and other Metal Articles, Appliances, or Apparatus; and any other trade or business incidental to or arising out of, or which can conveniently be carried on in conjunction with any such trade or business, and in particular all or any of the businesses of Manufacturers of, and Merchants and Dealers in all kinds of Materials used in the manufacture of any articles, appliances, or apparatus which are or can be conveniently manufactured or dealt with in connection with any of the trades or businesses aforesaid.

- (c) To let on hire with or without the option of purchase, any vehicles, apparatus, implements, and things dealt in by the Company, to sell the same on the hire purchase system, and generally, to deal with the same in any manner that may be thought fit.
- (d) To acquire any land, tenements, and hereditaments of whatever tenure and for whatever interest therein necessary or convenient for the purposes of the Company, and any easements, wayleaves, rights of support, and other rights and privileges, leases, and licences in respect of any lands, tenements, or hereditaments.
- (e) To build, construct, erect, enlarge, alter, purchase, hire, or otherwise acquire or provide any lands, buildings, shops, offices, workshops, houses, carriages, plant and machinery, or other things necessary or useful for the purpose of carrying out the objects of the Company.
- (f) To purchase, take on lease or in exchange, or otherwise acquire lands and other hereditaments of any tenure, and any rights and privileges necessary or convenient for the purposes of the Company; and to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the real and personal property of the Company.
- (g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any

arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with, any Shares, Debentures, Debenture Stock, or securities so received.

- (h) To sell or otherwise dispose of the business, property, and undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of another company.
- (i) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debentures, Debenture Stock (perpetual or terminable), Bonds, Mortgages, or any other securities founded or based upon all or any of the Company's property or assets, whether present or future, including its uncalled Capital, or without any such security, and upon such terms as to priority or otherwise as the Company shall think fit.
- (j) To invest and deal with the ~~of~~ of the Company not immediately required upon such securities in such manner as may be from time to time determined.
- (k) To lend money to such parties and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become surety for any such persons.
- (l) To establish Agencies in the United Kingdom or elsewhere, and to discontinue and regulate the same.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold or sell shares or other interest in or securities of any company, society, or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (n) To draw, make, accept, endorse, execute, discount, and negotiate promissory notes, bills of exchange, and other negotiable or transferable instruments.



- (o) To act as agents or brokers or 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.
- (p) To remunerate any person, firm, or company rendering services to this 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.
- (q) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (r) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (s) To purchase or acquire any patent rights or inventions, copyrights, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (t) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other 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, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (u) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the Shares, Debentures, or securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (w) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (x) Generally, to do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is limited.

5. The Capital of the Company is Two Thousand Pounds divided into Two Thousand Shares of One Pound each, with power to increase such Capital, and to issue any part or parts of the present or the increased Capital with such preference or priority, or otherwise, and upon such terms generally as may be thought desirable by the Company.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Edmund Bradley Byron Street Motor & Boat Works Engineer	one
William Muel. 16. Dennyson Street. Mansfield Notts. Motor Engineer.	one.

Dated this 6<sup>th</sup> day of July 1912.

Witness to the above Signatures—

George Herbert Stoken  
 286 Abchurch Lane  
 London E.C. 4



C 639

107 5  
gck

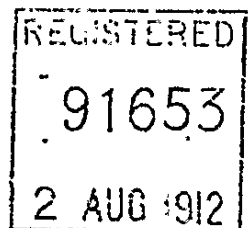
"The Companies (Consolidation) Act, 1908.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

**W. BULL & Co.,**  
LIMITED.



### PRELIMINARY.

1. The Regulations contained in the Table marked "A" in the First Schedule to The Companies (Consolidation) Act, 1908 (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 of Table "A," numbered 2, 5, 29, 35 to 40 inclusive, 46, 70, 73, 77, 88, and 108, shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table "A," the following shall be the Regulations of the Company:—

2. The Company shall not offer any of its Shares or Debentures to the public for subscription.

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

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

### CALLS ON SHARES.

5. A Call may be made payable by instalments.

6. No Call upon any Share shall be made payable within one month after the date when the last instalment of the last preceding Call was payable; and Clause 12 of Table "A" shall be modified accordingly.

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

#### FORFEITURE OF SHARES AND LIEN.

8. When any Shares shall have been forfeited, an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

9. The lien conferred by Clause 9 of Table "A" shall attach to fully-paid Shares and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

10. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

#### TRANSFER OF SHARES.

11. The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares, and Clause 20 of Table "A" shall be modified accordingly.

#### BORROWING POWERS.

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

#### GENERAL MEETINGS.

13. The Annual General Meeting of the Company shall be held once in each year, at such time and place as may be determined by the Company in General Meeting, and in default of such determination at such time and place as the Directors shall determine.

### VOTES OF MEMBERS.

14. A poll shall be held whenever demanded by a Member or Members together holding or representing by proxy not less than one-tenth of the Capital of the Company for the time being issued; and Clause 56 of Table "A" shall be read as if this power to demand a poll were substituted for the powers therein contained.

### DIRECTORS.

15. The qualification of every Director shall be the holding, in his own right and as sole holder, of Shares or Stock of the Company to the nominal value of not less than One Hundred Pounds. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid, he shall be deemed to have agreed with the Company to take from the Company so many Shares as shall be necessary to make up with the Shares or Stock (if any) which he then holds the amount of his said qualification, and his name shall be entered in the Register of Members accordingly.

16. A Director may hold any other office or place of profit (except that of Auditor) under the Company in conjunction with his office of Director.

17. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

### DISQUALIFICATION OF DIRECTORS.

18. The office of Director shall be vacated--

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence.
- (d) If he cease to hold the necessary qualification in Shares or Stock, or do not obtain the same within one month from the date of his appointment.
- (e) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (f) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors, or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

19. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. But no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration.

#### MANAGING DIRECTOR.

20. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may be at any time withdrawn, revoked, or varied.

#### SECRETARY.

21. The Directors shall have power to appoint a Secretary, and such Secretary may be removed from office by the Directors. Mr. William Horsfall Clifford shall be the first Secretary of the Company.

#### NOTICES.

22. ~~It shall not be necessary to give any other notice than notice by advertisement to the Members of the Company.~~ It shall not be necessary to give notice of General Meetings to any person entitled to a Share in consequence of the death or bankruptcy of a Member unless such person shall have been duly registered as a Member of the Company; and Clause 26 of Table "A" shall be modified accordingly.

#### WINDING UP.

23. With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but no Member shall be compelled to accept any Shares whereon there is any liability.

---

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

Edmund Bradley  
 Byron Street  
 East Wulley Works  
 Motor Engineer

William Bull.  
 16 Pennyson Street.  
 Mansfield.  
 Notts  
 Motor Engineer.

---

Dated this 26<sup>th</sup> day of July 1912.

Witness to the above Signatures:—

George Herbert Atkin  
 286 Ashcroft Street  
 Nottingham  
 etc.



DUPLICATE FOR THE FILE.

No. 123595



# Certificate of Incorporation

I Hereby Certify, That ~~the~~  
*W. Bull & Co., limited*

is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company  
is **Limited**.

Given under my hand at London this *second* day of *August*  
One Thousand Nine Hundred and *Twelve*

Fees and Deed Stamps £ *3-10-0*

Stamp Duty on Capital £ *5-0-0*

*E. J. Hargreaves*

*Assistant Registrar of Joint Stock Companies.*

Certificate received by

*B. Barnett*

*Market Street,*

*Manfield*

Date *8<sup>th</sup> August 1912*

Number of }  
Company } 123595

*The Companies Act, 1929.*

Companies No. 7.

The Solicitors'  
Law Stationery Society,  
Limited,  
22 Chancery Lane, W.C.2,  
27 & 28 Walbrook, E.C.4,  
40 Bedford Row, W.C.1,  
Victoria Street, S.W.1,  
16 Hanover Street, W.1,  
10 & 21 North John St.,  
Liverpool.

20581-18-12-20

## COMPANY LIMITED BY SHARES.

### Special Resolution

(Pursuant to s. 117 (2))

OF

The blanks in  
this heading may be  
filled up in writing.

W. BULL & CO.

LIMITED.

Passed 23rd Sept. 1933.

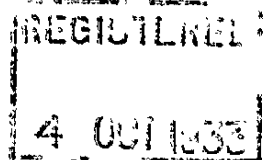
At an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at West Gate, Mansfield.

on the 23rd day of September, 1933, the subjoined  
Special Resolution was duly passed, viz. :—

The Special  
Resolution must be  
printed on this space,  
and not affixed to  
or written on it.


#### RESOLUTION.

That the name of the Company be changed from "W. Bull &  
Co., Limited," to "C. P. Evinson, Limited," and that Clause 1 of the  
Memorandum of Association of the Company be altered accordingly.



12385/13  
33  
B  
[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Whitehall 5140), and that the following number may be quoted:— 11274/30

  
BOARD OF TRADE,

7th October, 1933.

W. BULL & CO., LIMITED

Gentlemen,

With reference to your application of the 3rd October

I am directed by the Board of Trade to inform you that they approve of the name of the above-named company being changed to

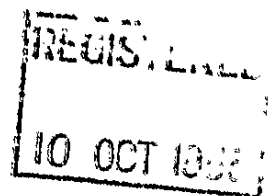
"C. P. EVINSON, LIMITED".

This communication should be tendered to the Registrar of Companies, Somerset House, Strand, W.C.2.

as his authority for entering the new name on the Register, and for issuing his certificate under Section 10 (4) of the Companies Act, 1929. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the registration fee.

I am, Gentlemen,

Your obedient Servant.



Messrs. Farnett & Turner,  
West Gate,  
Mansfield.

*John G. Henderson*



DUPLICATE FOR THE FILE.

No. 123595



## Certificate of Change of Name.

I hereby Certify, That

**M. BULL & CO., LIMITED**

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called

**C. P. LIVINGSTON, LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this 6<sup>th</sup> day of October  
One Thousand Nine Hundred and ~~thirty~~ <sup>thirty-three</sup>

Registrar of Companies.

Certificate received by

*Pro.*

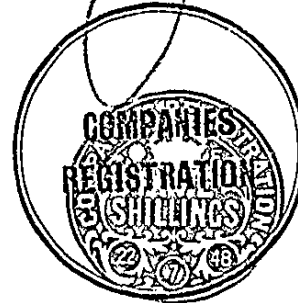
Date

*12/10/33.*

Number of } 12185  
Company } 50

Form No. 103

# THE COMPANIES ACT 1948



A 6s.  
Companies  
Registration Fee  
Stamp must  
be impressed  
here.

## Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

at the  
office of  
the company

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Represented by



The Solicitors' Law Stationery Society, Limited  
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
War Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2

Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

C. F. Evinson

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act, 1948, that the register of members of the Company  
is kept at the office of C. F. Evinson, Director, situated  
at 100, Queen's Road, London, W.1.

Signature

*C. F. Evinson*

(State whether  
Director or Secretary) Director.

Dated the 10th day of July, 1951.

Number of } 123595 / 63  
Company }

The Companies Act, 1948

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2))

OF

ke in  
ay bo  
ting.

C. P. Evinson

Passed 24th November, 19 58.

LIMITED  
REGISTERED  
5 DEC 1958

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at 51/55 West Gate, Mansfield.

on the 24th day of November , 19 58, the subjoined  
Special Resolution was duly passed, viz.:—

### RESOLUTION

Resolu-  
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l. See  
1 Note

Resolved that Article 15 of the Company's Articles  
of Association be deleted.

Signature

C. P. Evinson

Director.

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).  
See section 143 (1) and (2) printed overleaf.

~~XXXX~~

Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

\* \* \* \* \*

(4) This section shall apply to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

\* \* \* \* \*

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed up copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

### CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since \* 1st July 1948

Dated this 24th day of November, 1950

G. H. Swinson  
Director.  
A. Swinson  
Secretary.

\* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso in s. 129 (1) of the Companies Act, 1948, has effect, the time at which it was first registered.



127555 146  
 1948  
 ONLY COMPANIES ACT, 1948  
 COMPANY LIMITED BY SHARES  
 REGISTRATION

(Pursuant to The Companies Act, 1948, Sections 10 and 144)

C. P. WILSON 12/11/20

Passed the 17th day of October, 1963

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 30, Union Street, Burton-on-Trent, in the County of Stafford, on the 17th day of October, 1963, the following SPECIAL RESOLUTION was duly passed:-

Under the 11 articles of agreement made by the Board for the testing, and for the purpose of obtaining the subscription by the Boardman thereof, he is to be and is hereby engaged, on the articles of agreement of the company in consideration for, and to the exclusion of, all the other articles thereof.

**REGISTERED**  
28 OCT 1963

6 Bedford St. N. York

7-10-68

*Clifford T. Gotthard.*

*6<sup>th</sup> February 1963*

The Companies Act, 1948

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

C. P. EVINSON LIMITED.

(Adopted by Special Resolution passed on the  
14<sup>th</sup> day of October 1962).

PRELIMINARY.

1. Regulation 1 of Part II of Table A in the First Schedule to The Companies Act, 1948 (hereinafter called "Table A"), and Regulations 24, 53, 75, 79, 84(2), 84(3), 84(4) and 88 of Part I of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations contained in or made applicable by Parts I and II of Table A shall constitute the Articles of the Company.

PRIVATE COMPANY.

2. The Company is a Private Company within the meaning of Section 28 of the Companies Act, 1948 (hereinafter called "the Act"), and Regulation 2 of Part II of Table A shall accordingly apply to the Company.

CAPITAL AND SHARES.

3. At the time of the adoption of these Articles the Share Capital of the Company is ~~£2000~~ divided into ~~2000~~ Ordinary Shares of £1 each.

4. The Shares in the original or any increased Capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper.

DIRECTORS.

5. The Directors shall be not less than two or more than eight (exclusive of executive Directors as hereinafter defined) save as otherwise resolved by Ordinary Resolution of the Company in General Meeting.

6. The Directors at the time of the adoption of these Articles are:-

Sir Clifford Frederic Gothard, O. B. E. , J. P. ,  
Reginald Thomas Blackshaw,  
Eric Eyley,  
Samuel Forshall and  
George Edward Orton.

7. The office of Director shall be vacated:-

(A) If he becomes bankrupt or enters into any arrangement with his creditors.

(B) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.

(C) If he shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that he vacate office.

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

(E) If in the opinion of a majority of the other Directors expressed by resolution at a Board Meeting duly convened he becomes physically or mentally incapable of satisfactorily performing his duties as a Director.

8. A person may be appointed, elected or re-elected a Director although at the date of such appointment, election or re-election he may have attained the age of seventy and no Director shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other given age.

9. (A) A Director may enter into contracts or arrangements or have dealings with the Company either personally or on behalf of any business, firm or company with which he may be associated or connected and whether of a professional, commercial or any other character, including being employed in a professional or advisory capacity by the Company, and shall not be disqualified from office thereby nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party, or in which he is interested, by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein, or if such interest is subsequently acquired provided that he on the first occasion reasonably practicable discloses to the Board the fact that he has acquired such interest, in accordance with the provisions of Section 199 of the Act.

(B) Subject to the provisions of Section 199 of the Act a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting of the Directors at which such contract or arrangement is considered.

10. A Director may hold any other office or place of profit in the Company in conjunction with his Directorship except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

#### EXECUTIVE DIRECTORS.

11. The Directors may from time to time appoint to the office of Executive Director any employee of the Company. The Executive Directors shall not exceed three in number save as otherwise resolved by the Company in General Meeting and shall have such duties and powers as the Directors may from time to time determine. Any Executive Director shall not be required to hold any Share qualification. The Executive Directors shall not be entitled to notice of or to attend at Meetings of the Directors except in cases where the Directors resolve that their presence is required or the Chairman so directs. They shall not vote on any Resolution submitted to a Meeting of the Directors other than a Resolution on which the Meeting decides that they shall be allowed to vote. The appointment of an Executive Director shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Act or for the purposes of these Articles or Table A 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 Executive Director may be paid out of the funds of the Company such remuneration (if any) for his services as an Executive Director as the Directors shall from time to time determine in addition to his remuneration for his other employment with the Company.

#### PROCEEDINGS OF DIRECTORS.

12. A Director who is unable to attend any Meeting of the Directors may authorise any other Director to vote for him at that Meeting and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, radiogram or telegram which must be produced at the Meeting at which the same is to be used and be left with the Secretary for filing.

13. The Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or any Company

which is a subsidiary of or allied to or associated with the Company, and to the wives, widows, children and other relatives and dependants of any such persons, and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit and may vote as a Director in respect of the exercise of any of the powers by <sup>this</sup> ~~these~~ Article~~s~~ conferred upon the Directors notwithstanding that he is or may be or become interested therein.

#### DISTRIBUTION OF CAPITAL PROFITS.

14. The Company may in General Meeting upon the recommendation of the Directors resolve that any surplus monies in the hands of the Company representing capital profits arising from the receipt of monies received or recovered in respect of or arising from the realisation of any of the capital assets of the Company, or any investment representing the same, and not required for the payment or provision of any fixed preferential dividend, instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the Ordinary Shareholders on the footing that they receive the same as Capital and in the Shares and proportions in which they would have been entitled to receive the same if such surplus monies had been distributed by way of dividend, provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up Share Capital of the Company for the time being.

#### BORROWING POWERS.

15. The Directors may from time to time at their discretion borrow or raise or secure the payment of any sum or sums of money for the purposes of the Company and so that such power may be exercised without limit either express or implied as to the amount so borrowed.

Form No. R.6.  
NO FEE PAYABLE

NO. OF COMPANY 123,595

186

THE COMPANIES ACTS 1948 TO 1967.

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

Pursuant to Section 29 (8) of the Companies Act 1967.

Name of Company C. P. EVINSON

LIMITED

To the REGISTRAR OF COMPANIES.

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

30, Union Street, Burton-on-Trent, Staffs.

(Signed)

*[Signature]*

(State whether Director or Secretary) Secretary

DATE 15th November, 1967

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

CAT. No. CFR 6.

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

Law Stationers and Company Registration Agents.

52520 (C)

No. of Company ..... 123595.

Form No. 103  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

### Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... C.P. EVINSON ..... Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

Pensnett Trading Estate,

Brierley Hill,

West Midlands. DY6 7LZ.

\* Delete "Limited" if not applicable

Signed .....

State whether

Director or Secretary .....

Secretary.

Date .....

29 JAN 1979

Presented by:

L.C.P. Holdings Limited,  
Pensnett Trading Estate,  
Brierley Hill,  
West Midlands. DY6 7LZ.

Presenter's reference: ATR/DVR.



Margin reserved for binding

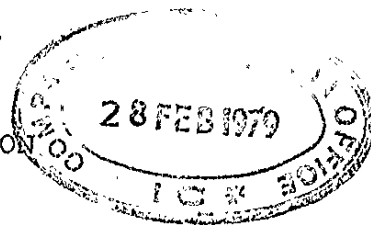
No. of Company: 123545.

1121.

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION



- of -

C.P. EVINSON, LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at 9, Chesterfield Road South, Mansfield, Notts. on the 7th day of February, 1979 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company.

THAT the Articles of Association contained in the printed document submitted to this Meeting and for the purpose of identification initialled by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Regulations thereof.

DATED this 7th day of February, 1979.

*R. B. Whitehead*

Director.

WATERLOW  
(LONDON)  
LIMITED





No. of Company: 123595

THE COMPANIES ACTS, 1908 to 1976

COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION

- of -

C.P. EVINSON, LIMITED

(Adopted by Special Resolution passed on

7th February, 1979.)

*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 insofar as they are excluded or varied hereby; that is to say the clauses in Part I of Table A numbered 24, 53, 75 and 77 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.

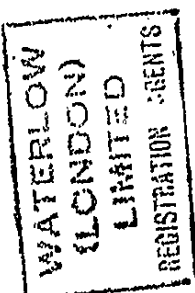
2. The Company is a private company and accordingly clauses 2, 3, 4 and 5 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES

3. The share capital of the Company at the date of the adoption of these Articles is £2,000 divided into 2,000 Ordinary Shares of £1 each.

4. 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 of Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one, two or more joint holders.



6. The instrument of transfer of any share shall be signed by or on behalf of the transferor and, in the case of a partly paid share, by the transferee and regulation 22 of Table A Part I shall be modified accordingly.

#### GENERAL MEETINGS

7. 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.

#### DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two.

9. So long as any company (hereinafter called "the Parent Company") or its subsidiary companies or nominees shall hold not less than three-fourths of the shares of the Company for the time being it shall have the right of nominating the Directors of the Company and shall be entitled from time to time to remove any such nominee or any other Director from the Board and to fill any vacancy therein which may arise from any cause and the Directors in office at the date of adoption of this Article shall for the purposes hereof be deemed to have been nominated by the Parent Company. The Parent Company shall also be entitled during the period aforesaid to fix the remuneration of the Directors and the first sentence of regulation 76 of Part I of Table A shall accordingly not apply during the said period. Any Directors who shall from time to time have been or be deemed to have been nominated by the Parent Company shall not during the period aforesaid be liable to retirement by rotation but subject to regulation 88 of Part I of Table A shall hold office until removed by the Parent Company under the powers herein contained and regulations 89 to 97 inclusive of Part I of Table A shall take effect accordingly subject to the provisions of this Article.

10. A Director need not be a member of the Company but he shall nevertheless be entitled to receive notice of and to attend and speak at General Meetings of the Company.

11. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a Director shall be capable of being reappointed as the case may be as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the

re-appointment or appointment or approving 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 re-appointed or appointed as such.

12. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as Directors of such other company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors, Managing Directors, Managers or other officers or servants of such company or voting or providing for the payment of remuneration to the Directors, Managing Directors, Managers or other officers or servants of such company) and any Director of this Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a Director, Managing Director, Manager or other officer or servant of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### BORROWING POWERS

13. (a) Subject as hereinafter provided, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party. Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of money raised borrowed or secured by the Company shall not at any time exceed such an amount as shall from time to time be authorised in writing by the Board of Directors of L.C.P. Holdings Limited or any other company, which shall for the time being beneficially own more than fifty per centum of the issued share capital of the Company.

(b) Notwithstanding anything contained in these Articles of Association the Directors shall have power to cause the Company to guarantee any debenture, debenture stock or other obligation of its Parent Company L.C.P. Holdings Limited and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of L.C.P. Holdings Limited or otherwise concerned or interested in such matter.

*L.T.B.*

This is a print of the New Articles of Association of the Company which were by Special Resolution of the Company duly passed on the 7th day of February, 1979 adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.

*R. B. Blackshaw*

CHAIRMAN.

*R. B.*

123595 / 126  
GOTHARD & CO

CHARTERED ACCOUNTANTS.

S. GOTHARD, B.COM., F.C.A.  
ERIC EYLEY, F.C.A.

TELEGRAMS & TELEPHONE  
BURTON-ON-TRENT 65591.

2/3, ST. PAUL'S SQUARE,

BURTON-ON-TRENT.

STAFFS. DE14 2EQ

YOUR REF.

OUR REF. EE/J.M.B

29th August, 1979

The Secretary,  
C. P. Evinson Ltd.,  
9, Chesterfield Road South,  
Mansfield,  
Notts. NG19 7BA

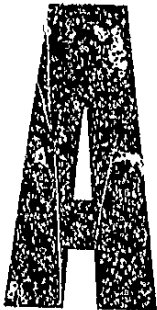
Dear Sir,

We hereby formally resign as Auditors of C. P. Evinson Ltd.

There are no circumstances connected with this resignation that should be brought to the attention of the members or creditors.

Yours faithfully,  
*Gothard*





Please do not  
write in this  
binding margin



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

# THE COMPANIES ACTS 1948 TO 1981

Form No. 3



## Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

To the Registrar of Companies

For official use

Company number

Name of company

137

123595

C.P. EVINSON LIMITED

### NOTE

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated, as coming, or as having come, to an end, is as shown below:

Day Month

3 1 1 2

† delete as  
appropriate

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

Day Month Year

3 1 1 2 1 9 8 3

See note 4 (c)  
and complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡ delete as  
appropriate

The company is a [subsidiary] [holding company] ‡ of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

§ delete as  
appropriate

Signed \_\_\_\_\_ [Director] [Secretary] § Date 27/3/84

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

L.C.P. HOLDINGS plc  
The Pensnett Estate,  
Kingswinford,  
West Midlands. DY5 7LZ

For official use  
General section

Post room



## THE COMPANIES ACTS 1948 TO 1981

**Declaration in relation to assistance  
for the acquisition of shares.**

Pursuant to section 43(6) and (7) of the Companies Act 1981.

Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

1146

123595

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

Name of Company

C. P. EVINSON

Limited\*

**Note:**Please read the  
notes on page 4  
before completing  
this form.\*Delete if  
inappropriate.†Delete as  
appropriate.§See Note 1  
Delete either  
or both if  
inappropriate.

‡See Note 2.

~~[being a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979]§~~~~[being authorised to carry on insurance business in the United Kingdom]§~~

~~[proposes to provide financial assistance for the purpose of an acquisition of shares]~~ [proposes to provide  
financial assistance for the purpose of reducing or discharging a liability incurred† for the purpose of an acquisition  
of shares] † in the ~~[company]~~ [company's holding company, Evans Halshaw Group

Limited.\*†

Overleaf

Presentor's name, address and  
reference (if any)

Evershed & Tomkinson  
10 Newhall Street  
Birmingham  
B3 3LX

CJS/2

For official use  
General Section

Post room



Particulars of the assistance are:—

**(NOTE 3)**

Please do not write in this binding margin.



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

1. Evans Halshaw Holdings Limited ("Holdings") whose registered office is at 84 Hagley Road Edgbaston Birmingham has pursuant to a Conditional Agreement dated 4th December 1984 and made between (1) L.C.P. Holdings plc ("LCP") and (2) Holdings (then called Hinterplace Limited) agreed to buy the whole of the issued share capital of Evans Halshaw Group Limited and its subsidiaries, it being a term of the Agreement that Holdings would procure the repayment to LCP of the sum of £1,000,000 (being part payment of outstanding indebtedness of Evans Halshaw Group Limited and its subsidiaries to LCP and its subsidiaries) on 31st March 1986.
2. Evans Halshaw Group Limited and each of its subsidiaries will enter into a Guarantee and Debenture with Barclays Bank PLC as part of the arrangements whereby Barclays Bank PLC will afford to Holdings and Evans Halshaw Group Limited loan facilities which will enable Holdings to procure repayment of the said indebtedness in accordance with the terms of the Conditional Agreement..
3. The proposed financial assistance is the entering into by Evans Halshaw Group Limited and its subsidiaries of the Guarantee and Debenture.
4. The Company's net assets, as defined by Section 42 (11) of the Companies Act 1981, will not be reduced by the proposed financial assistance.
5. The proposed assistance will be given on 4th January 1985.



Please do not write in this binding margin.



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

\*Delete if inappropriate.

†Delete as appropriate.

(NOTE 4)

Name	EVANS HALSHAW HOLDINGS LIMITED
Address	84 Hagley Road Edgbaston, Birmingham
Name	
Address	

Therefore [X] [we]†  
(NOTE 5)

Name	PETER FREDERICK GREEN
Address	WINDRUSH, WOOTTON WAWEN SOLIHULL WEST MIDLANDS
Name	DEREK WILLIAM BAILEY
Address	109 MAIN STREET CALVERTON NOTTINGHAM
Name	ROYSTON JOHN REYNOLDS
Address	16 THE AVENUE MANSFIELD NOTTINGHAMSHIRE
Name	DAVID HENRY PRESTON
Address	14 KIRTON PARK KIRTON NOTTINGHAMSHIRE NG22 9LR
Name	ARTHUR GEOFFREY DALE
Address	19 ORCHARD WAY STUDELEY WARWICKSHIRE
Name	ANTHONY BERNARD ARCHER
Address	HARBROUGH HOUSE OLD WARWICK ROAD LAPWORTH WARWICKSHIRE

being all the directors of the company do solemnly and sincerely declare that:-

- (1) the matters set out above are true
- (2) [X] [we]† have formed the opinion—
- (a) as regards the initial situation of the company immediately following the date on which the assistance is proposed to be given, that there will be no ground on which the company could then be found to be unable to pay its debts‡ and
- (b) ~~it being intended to commence the winding up of the company within twelve months of that date, that the company will be able to pay its debts in full within twelve months of the commencement of the winding up—~~
- that the company will be able to pay its debts‡ as they fall due during the year immediately following that date

Please do not write in this binding margin.

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

† Delete as appropriate.

And [X] [we]† make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835. §See Note 6.

Declared at 84, Hagley Road

the 3rd day of January  
one thousand nine hundred and eighty-five

before me Michael J. Ward

A Commissioner for Oaths; Solicitor empowered to administer oaths

#### Notes

- These are the particulars of the business prescribed pursuant to section 43(7) of the Companies Act 1981. Delete either or both if inappropriate.
- The terms "incurring a liability" and "reducing or discharging a liability" are defined in section 42(9) and (10) of the Companies Act 1981.
- Insert material particulars, including:—
  - the number and class, if known, of the shares acquired or to be acquired;
  - a description of the form the assistance will take (the meaning of "financial assistance" for this purpose is set out in section 42(8) of the Companies Act 1981); the description should identify the person who has acquired or is to acquire the shares (giving his address or registered office address if a company) where he is someone other than the person to whom the assistance is to be given;
  - the principal terms, if any, on which the assistance is to be given;
  - the amount, if any, by which the company's net assets will be reduced by the giving of the assistance (for this purpose the amount of the net assets is to be determined in the same way as is required by section 42(11) of the Companies Act 1981—by reference to accounting records);
- (e) the amount of cash to be transferred and/or the value of any asset or other thing to be provided; where the provision is to be made in the future or upon a contingency the value to be stated is that arrived at on the assumption that the due date has already arrived or the relevant contingency already occurred;
- (f) the date on which the assistance is proposed to be given.
- Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- Insert full names and addresses of all the directors of the company.
- "Debts" includes contingent and prospective liabilities of the company—see section 223(d) of the Companies Act 1948 and section 43(7) of the Companies Act 1981.
- The auditors report required by section 43(8) of the Companies Act 1981 must be annexed to this form.

Signatures of Declarants

for Notary  
Public or Justice  
of the Peace or  
Solicitor having  
the powers  
conferred on a  
Commissioner for  
Oaths.

Declared at  
84, Hagley Road  
4th January 1985  
- Michael J. Ward  
Solicitor empowered  
to administer oaths

5 St. Philip's Place, Birmingham B3 2PU  
Telephone 021-236 7991 Telex 337279 tmcibm g  
Telegrams Teemakell, Birmingham

Chartered Accountants  
JND Fitchard, NR Gilheary, RJ Bailey  
WCC Morrison  
G Alan McLintock, RM Morrison  
Associated Offices throughout the United Kingdom

# Thomson McLintock & Co

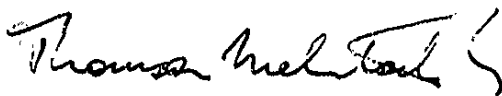
Chartered Accountants

3 January 1985

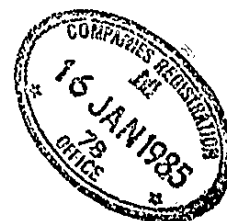
Report of the Auditors to the Directors of  
C P Evinson Limited  
under Section 43(8) of the Companies Act 1981

With reference to the company's proposed financial assistance in favour of Evans Halshaw Holdings Limited described in the annexed declaration, we have enquired into the company's state of affairs as at 3 January 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to the company's ability to meet its debts is unreasonable in all the circumstances.



Thomson McLintock & Co  
Chartered Accountants



No. of Company : 123595

147  
The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

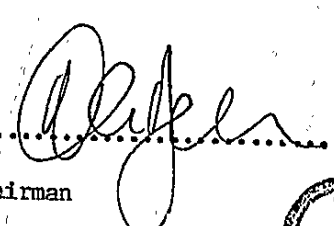
C. P. EVINSON LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 3rd January 1985 the following Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

That the provisions of the Memorandum of Association of the Company be altered with regard to the objects of the Company by the insertion of the following words as the new clause 3(kk):-

"To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any Company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or a subsidiary (as defined by the said Section) of the Company or another subsidiary of the Company's holding Company or otherwise associated with the Company in business".

  
Chairman





## THE COMPANIES ACTS 1948 TO 1976

# Notice of place where register of members is kept or of any change in that place

7/2

103

Pursuant to section 110(3) of the Companies Act 1948  
as amended by the Companies Act 1976

Please do not  
write in this  
binding margin



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

To the Registrar of Companies

For official use

Company number

[1418]

1 2 3 5 5 5

Name of company

C. P. EVINSON

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the  
register of members is now kept at:

c/o EVANS HALSHAW GROUP LTD

84 HAGLEY ROAD

EDGBASTON

BIRMINGHAM B16 8LU

In lieu of\*

c/o L.C.P. HOLDINGS PLC

THE PENSNETT ESTATE

KINGSWINFORD

WEST MIDLANDS DY6 7LZ

where it was previously kept

†delete as  
appropriate

Signed

[Director] [Secretary]† Date

22/1/85

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

D. W. BAILEY ESQ  
SECRETARY  
EVANS HALSHAW GROUP LTD  
84 HAGLEY ROAD  
EDGBASTON  
BIRMINGHAM B16 8LU

For official use  
General section

Post room



No. of Company ; 123595

150  
The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

C. P. EVINSON LIMITED

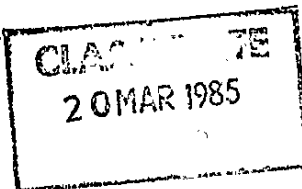
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 11th March 1985 the following Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

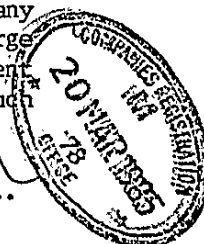
That the provisions of the Articles of Association of the Company be altered by the deletion of Article 13 thereof and the substitution therefor of the following words as the new clause 13:-

BORROWING POWERS

- "13. (a) Subject as hereinafter provided, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party. Provided that the Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount for the time being remaining undischarged of money raised borrowed or secured by the Company shall not at any time exceed such an amount as shall from time to time be authorised in writing by the Board of Directors of the Parent Company;
- (b) Notwithstanding anything contained in these Articles of Association the Directors shall have power to cause the Company to guarantee any debenture, debenture stock or other obligation of the Parent Company and to charge its undertaking assets and uncalled capital or any part thereof both present and future as security for such guarantee without restriction or limitation and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge notwithstanding that he is also a Director of the Parent Company or otherwise concerned or interested in such matter."



  
Chairman



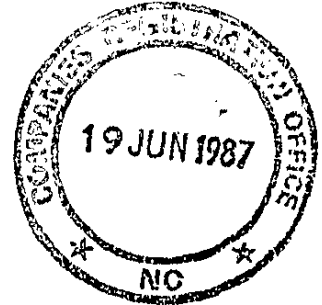
THE COMPANIES ACTS 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

C. P. EVINSON, LIMITED



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held 84 Hagley Road, Edgbaston, Birmingham, B16 8LU, on the 27th day of May 1987 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company.

RESOLUTION

THAT the name of the Company be changed to:  
EVANS HALSHAW (MANSFIELD) LIMITED

Dated this 27th day of May 1987.

Bar £120 P.3  
723087.



.....  
D. W. BAILEY

.....  
Director

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 123595

I hereby certify that

**C.P.EVINSON,LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**EVANS HALSHAW (MANSFIELD) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 30 JUNE 1987

*D. G. Blackstock*

D. G. BLACKSTOCK

an authorised officer



No 123545

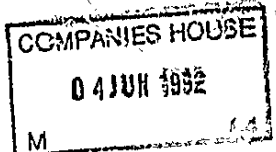
THE COMPANIES ACT 1948 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

EVANS HALSHAW (RANSFIELD) LIMITED



At the ANNUAL GENERAL MEETING of the Company, duly convened and held at 4 Highlands Court, Cranmore Avenue, Shirley, Solihull, West Midlands, B90 4LE on the 19th day of May 1992 the following Resolutions were duly passed as ELECTIVE RESOLUTIONS of the Company with the unanimous agreement of all the members entitled to attend and vote.

ELECTIVE RESOLUTION


THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the requirement to lay the annual accounts and the directors' and auditor's report before the general meeting of the Company.

ELECTIVE RESOLUTION

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

ELECTIVE RESOLUTION

THAT pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the requirement to hold an annual general meeting each year.

  
.....  
Secretary - A. J. Pitt

No. 123595



THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

- of -

EVANS HALSHAW (MANSFIELD) LIMITED

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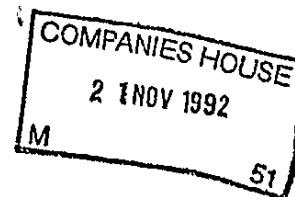
AT an EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened and held at 4 Highlands Court, Cranmore Avenue, Shirley, Solihull, B90 4LE on the 16th day of November 1992 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company.

RESOLUTION

THAT the name of the Company be changed to "Evans Halshaw (Northern) Limited".

DATED this 16th day of November 1992

  
A. G. Dale  
Director



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 123595

I hereby certify that

EVANS HALSHAW (MANSFIELD) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

EVANS HALSHAW (NORTHERN) LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 27 NOVEMBER 1992

*P. Bevan*  
P. BEVAN

an authorised officer

No. 00123595



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

EVANS HALSHAW (NORTHERN) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 4 Highlands Court, Cranmore Ave, Shirley, Solihull. on 20th October 1993 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (1) THAT the Memorandum of Association of the Company be hereby altered with respect to the statement of the Company's objects by the deletion of the whole of clause 3 and substituting for it the objects clause in the form annexed hereto and initialled for identification by the sole shareholder of the Company; and
- (2) THAT the regulations annexed hereto and initialled for identification by the sole shareholder of the Company be hereby adopted as the new Articles of Association of the Company in substitution for all existing regulations.

Dated 20th October

1993

*C. P. Pitt*

.....  
Secretary

00A

No. 00123595



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

EVANS HALSHAW (NORTHERN) LIMITED

(adopted by Special Resolution passed on 20TH OCTOBER 1993)

#### PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

#### INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

#### SHARE CAPITAL

3. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot any shares of the Company, and to grant rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £83. Unless renewed, this authority shall expire on the fifth anniversary of the date of adoption of these Articles, provided that the Company may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted, and/or rights to subscribe for or convert any security into

shares to be granted, after its expiry.

4. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

#### SHARE CERTIFICATES

5. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

#### TRANSFER OF SHARES

6. Subject as provided in the next following Article, the directors may in their absolute discretion and without giving any reason decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.
7. (a) For the purpose of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof.  
  
(b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominee of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share.

#### TRANSMISSION OF SHARES

8. The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. A person becoming entitled to a share in

consequence of the death or bankruptcy of a member shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company. Regulation 31 of Table A shall be modified accordingly.

#### NOTICE OF GENERAL MEETINGS

9. Subject to the provisions of section 369 of the Act permitting agreement to shorter notice, an annual general meeting or a general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. The agreement of any one of the joint holders of a share to shorter notice shall be deemed the agreement of all of them in respect of that share. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted. In the case of an annual general meeting the notice shall specify the meeting as such. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the auditors, but omission to give notice to the auditors shall not invalidate the proceedings at the meeting. Regulation 38 of Table A shall not apply.

#### PROCEEDINGS AT GENERAL MEETINGS

10. All business that is transacted at an extraordinary general meeting shall be deemed special business, and all business that is transacted at an annual general meeting shall also be deemed special business with the exception of:-
- (a) the consideration of the reports of the directors and auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
  - (b) sanctioning and declaring dividends;
  - (c) the election of directors to fill vacancies caused by directors retiring by rotation or otherwise;
  - (d) the appointment of auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
  - (e) the giving, variation or renewal of any authority to the directors for the purpose of section 80 of the Act.
11. Regulation 40 of Table A shall apply subject to the addition of the following after the first sentence:-

"At all times, where there is only one member of the Company, one person entitled to vote upon the business to be transacted being a member or a proxy for a member or by duly authorised representative of a corporation shall be a quorum."

and the following after the final word of the final sentence:-

"where there is more than one member."

12. Regulation 41 of Table A shall apply subject to the addition of the following sentence:

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

13. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said regulation. In the case of joint holders of a share, the joint holder whose name stands first in the register of members in respect of the joint holding may sign on behalf of all the joint holders of that share any resolution in writing which is proposed to take effect as if it were a resolution of the members or of any class of the members (whether under Regulation 53 of Table A, section 381A of the Act or otherwise) and may receive on behalf of all the joint holders of that share any document which is required by Schedule 15A to the Act to be supplied to the joint holders in connection with that resolution.

#### VOTES OF MEMBERS

14. Regulation 62 of Table A shall apply subject to the addition at the end of paragraph (c) of the word "or" and the following paragraph (d):

"(d) be delivered at any time before the commencement of the proceedings to any director or to the secretary at the place appointed for the holding of the meeting or adjourned meeting or the taking of the poll;"

#### NUMBER OF DIRECTORS

15. Unless otherwise determined by ordinary resolution the minimum number of directors shall be one. For so long as the minimum number of directors is one, a sole director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. A sole director may constitute himself as a meeting and shall constitute a quorum. The quorum for the transaction of the business of the directors shall be the number fixed by or in accordance with Regulation 89 of Table A or, if less, the number of directors for the time being in office; but if the number of directors is less than any minimum number of directors fixed by or in accordance with these Articles, the continuing director or directors may act only for the purpose of appointing directors or of calling a general meeting. Regulations 64 and 89 of Table A shall be modified accordingly and Regulation 90 of Table A shall not apply.

#### ALTERNATE DIRECTORS

16. At the end of Regulation 66 of Table A there shall be added the following:



"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting. A person nominated to be an alternate director may (if his appointor is not personally present) be counted in the quorum at the meeting and vote upon the resolution to approve his appointment as alternate director."

#### POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

#### DELEGATION OF DIRECTORS' POWERS

18. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

#### APPOINTMENT, DISQUALIFICATION AND REMOVAL OF DIRECTORS

19. The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
20. Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director. A director so appointed shall not be required to retire at the next annual general meeting and regulation 79 of Table A shall not apply.
21. The directors shall not be liable to retirement by rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be

disregarded.

22. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.
23. Section 293 of the Act (age limit for directors) shall not have effect in relation to the Company.

#### REMUNERATION OF DIRECTORS

24. The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. Regulation 82 of Table A shall not apply.

#### DIRECTORS' APPOINTMENTS AND INTERESTS

25. Regulation 86 of Table A shall apply subject to the deletion of the word "and" after paragraph (a) and the addition of the following paragraphs:  
  
"(c) an interest of which the directors are aware shall be deemed to have been disclosed; and  
  
(d) disclosure to those directors who participate in the decision on a transaction, arrangement or other matter shall be deemed disclosure to the directors."

If a director has complied with Regulations 85 and 86 of Table A (as modified by these Articles) in respect of a transaction or arrangement, he shall not be accountable to the Company for any benefit which he derives from the transaction or arrangement, nor shall it be liable to be avoided, on the ground of his omission to comply with the separate duty to disclose his interest under section 317 of the Act.

#### PROCEEDINGS OF DIRECTORS

26. Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said regulation.
27. Provided that he has disclosed the nature and extent of any material interest of his, a director shall be entitled to vote on any resolution in respect of any transaction or arrangement in which he has an interest and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall not apply.
28. Any director or other person may participate in a meeting of directors

or of a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

#### ASSOCIATE DIRECTORS

29. The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a director of the Company and shall not be a member of the board. Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

#### INDEMNITY

30. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court. Regulation 118 of Table A shall not apply.

*(Signature)*

No. 00123595



THE COMPANIES (CONSOLIDATION) ACT, 1908

and

THE COMPANIES ACTS 1948 to 1976

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

EVANS HALSHAW (NORTHERN) LIMITED

1. The name of the Company is "EVANS HALSHAW (NORTHERN) LIMITED".\*
2. The Registered Office of the Company will be situate in England.
3. The Company's objects are:-
  - (a) to carry on business as a general commercial company and accordingly to carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business by it;
  - (b) to carry on any other activity or to do anything which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on or done with or in connection or combined with or as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses,

\* *NOTE*

1. *The Company was incorporated under the name W. Bull & Co Limited*
2. *By a special resolution passed on 10th October 1933 the name of the Company was changed from W. Bull & Co Limited to C. P. Evinson Limited*
3. *By a special resolution passed on 27th May 1987 the name of the Company was changed from C. P. Evinson Limited to Evans Halshaw (Mansfield) Limited*
4. *By a special resolution passed on 16th November 1992 the name of the Company was changed from Evans Halshaw (Mansfield) Limited to its present name*

property or rights and to continue to carry on any activity which at the time when it commenced was authorised by this or the last preceding sub-clause;

- (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, concessions, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, work, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;
- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, receive money on deposit, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;
- (f) to lend money or give credit with or without security to and (whether for consideration or otherwise) to undertake or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested and to enter into any form of security for any such guarantee or obligation;
- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, orders for payment, commercial paper and other negotiable or mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities

and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;

- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;
- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;
- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees, consultants, advisers and agents as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, insurance, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient and to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to

provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;

- (n) to research into, develop or improve any invention, process or field of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such field of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the company is interested, any securities of the Company or any other matter in which the Company may be interested;
- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;
- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or any trade association or association of employers or employees or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to insure for its own benefit or for the benefit of any other person against loss, damage, risks and liabilities of all kinds and (without prejudice to the generality of the foregoing) to purchase and maintain for officers of the Company or of any other company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty;
- (s) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company or the raising of money

for the Company or any other company in which the Company is or proposes to be interested;

- (t) to distribute any property of the Company among the members in cash, in specie or in any other manner;
- (u) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (v) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (w) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in this clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

4. The Liability of the Members is limited.

5. The Capital of the Company is TWO THOUSAND POUNDS divided into Two Thousand Shares of One Pound each, with power to increase such Capital, and to issue any part or parts of the present or increased Capital with such preference or priority, or otherwise, and upon such terms generally as may be thought desirable by the Company.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each Subscriber
EDMUND BRADLEY Byron Street Notts  Motor Engineer	ONE
WILLIAM BULL 16 Tennyson Street Mansfield Notts  Motor Engineer	ONE

Dated this 26th day of July 1912

Witness to the above signatures:-

GEORGE HERBERT TOKEN  
Nottingham

Clerk