F.

Number of Certificate } 190553

[Form No. 41.

"THE COMPANIES ACTS, 1908 to 1917."

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

Declaration of Compliance

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

Westminster Food and Electric Company

LIMITED.

(See Page 2 of this Form.)

REGISTERED
93614
8 JUN 1923

73176

TELEGRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE NUMBER, HOLBORN 434.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Stephens & Scott
15 Basinghall St

COMPANIES REGISTRATION OFFICE
-8 JUN 1923

I Percy William Finch

of 8 Pall Mall London S.W. Solicitor

*Here insert—"A Solicitor of the High Court engaged 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 Solicitor of the High Court engaged in the formation of

Westminster Tool & Electric Company 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 8 Waterloo Place Pall Mall in the County of London

the 6th day of June, One thousand nine hundred and twenty-three,

before me,

Arthur Coveney

A Commissioner for Oaths.

Percy Finch

190553

Number of Certificate

Form No. 25.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899; and THE FINANCE ACT, 1920.

Duty at the rate of £1 for every £100 should be impressed here.

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

Westminster Tool and Electric Company

LIMITED,

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

(See Page 2 of this Form.)

REGISTERED 93612 8 JUN 1923

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

72389

GRAMS: "CERTIFICATE, FLEET, LONDON." TELEPHONE NUMBER: HOLBORN 484.

JORDAN & SONS, LIMITED,

mpany Registration Agents, Printers, Publishers, and Stationers

116 & 117 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

ted for filing by

Thompson & Co
18 Parliament St
S.W.1

COMPANIES REGISTRATION OFFICE 28 JUN 1923

THE NOMINAL CAPITAL

OF

Westminster Portland Electric Company

LIMITED,

is Eight Thousand Pounds,

divided into Eight Thousand Shares

of One Pound each.

Signature [illegible]

Description Secretary

Dated the Seventh day

of June 1923

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

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

190999

The Companies Acts 1908 *to* 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED

1. The name of the Company is "THE WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED."

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

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

(1) To acquire and take over as a going concern the business now carried on by Arthur Pirrie Haslam, Arthur Luscombe Tester and Jack Williams at No. 116 Putney Bridge Road, in the County of London, under the style or firm of "The Westminster Tool and Electric Company," and all or any of the assets and liabilities of the proprietors of that business in connection therewith, and for that purpose to enter into and carry into effect the agreement referred to in Clause 3 of the Articles of Association of the Company, with such modifications (if any) as may be agreed between the parties thereto.

(2) To manufacture, sell, purchase, make, and deal in any manner whatsoever, in all kinds of electrical and mechanical drills, grinders, blowers, and all types of electrical and mechanical tools, motors and

REGISTERED
93613
8 JUN 1923

appliances, to repair and renovate all electrical and mechanical appliances, to carry out all classes of armature and coil winding, and generally to carry on the business of manufacturing, mechanical and electrical and general engineers, and also to act as testing and consulting engineers.

(3) To carry on the business of suppliers of electricity for the purposes of light, heat, motive power, or otherwise, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, and to carry on any other business (manufacturing, retail or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above.

(4) To enter into partnership or into any arrangement for sharing profits or joint adventure with any person, persons or company, carrying on or about to carry on any business which this Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire or join in acquiring any such business.

(5) To purchase, take on lease, or in exchange, hire, subscribe for, or otherwise acquire, and to hold and deal with any property, real or personal, including patents, patent rights, inventions, concessions and shares, stocks, debentures or obligations of any company, and upon a distribution of assets or division of profits to distribute any such property amongst the members of this Company in specie.

(6) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes, and other negotiable or transferable instruments.

(7) To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future including uncalled capital.

(8) To lend money to any person or company, and to guarantee the performance of any contract.

(9) To pay for any business, property or rights acquired or agreed to be acquired by this Company, and generally to satisfy any obligation of this Company, by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.

(10) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of this Company, upon such terms and for such price or other consideration of any kind as the Company may think fit.

(11) To promote or assist in or contract with any person or company for the promotion of any company or companies, for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose.

(12) To remunerate or make donations to any person or persons whether Directors, officers or agents of this Company or not, for services rendered or to be rendered in or about the conduct of the Company's business.

(13) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined by the Directors.

(14) To establish and support funds or institutions calculated to benefit employés or ex-employés of the Company, or its predecessors in business, or the dependants or connections of such persons, and to grant pensions and allowances, and to subscribe or guarantee money for charitable objects.

(15) To do all such other things as are incidental or conducive to the attainment of the above objects.

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

in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause, except where otherwise expressed in such paragraph, shall be separate and independent main objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The capital of the Company is £8,000, divided into 8,000 shares of £1 each.

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.
Helen Dawson 8, Walpole Gardens Chiswick W.4. Wife of Herbert Edward Dawson of the same address	one ordinary
Ada Elizabeth Haslam 52. Lillie Rd SW6 wife of Arthur Percie Haslam of the same address	one ordinary

Dated this 5th day of June 1923.

Witness to the above Signatures—

Herbert [illegible] Dawson (Engineer)
58 Lillyville Road.
Fulham.
SW 6

190593

The Companies Acts 1908 *to* 1917.

COMPANY LIMITED BY SHARES

Articles of Association

OF

THE WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED.

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

"The Company" means the above-named Company.

"The Companies Acts" means the Companies Acts 1908 to 1917, and "The Companies Act 1908" means the Companies (Consolidation) Act 1908.

"The office" means the registered office for the time being of the Company.

"The register" means the register of members to be kept pursuant to Section 25 of the Companies Act 1908.

"Month" means calendar month.

Dividend includes bonus.

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

Words importing the masculine gender only include the feminine gender.

Words denoting persons include corporations

REGISTERED
93615
8 JUN 1923

2. The regulations contained in Table A in the First Schedule to the Companies Act 1908 shall not apply to the Company, except so far as expressly incorporated herein. All references herein contained to any specified Articles of Table A shall be inclusive of the first and last Articles referred to and in case of any conflict between the provisions herein contained, and the incorporated clauses of Table A, the provisions herein contained shall prevail.

3. The Company shall forthwith enter into an agreement with Arthur Pirrie Haslam, Arthur Luscombe Tester, and Jack Williams in the terms of the draft which has, for the purpose of identification, been signed by the subscribers to the Memorandum of Association, and the Directors shall carry the said agreement into effect, with full power, nevertheless, from time to time, to agree to any modification of the terms of such agreement, either before or after the execution thereof.

4. No objection shall be taken to such agreement on the ground that the said Arthur Pirrie Haslam, Arthur Luscombe Tester, and Jack Williams are or are about to become Directors or promoters of the Company, or that any Directors, having accepted office at their, or any of their, request do not constitute an independent Board. Every member of the Company, present or future, shall be deemed to have notice of the contents of the said agreement, and to join the Company on this basis.

5. The Company shall be a "Private Company" and accordingly—

(A) The number of the members for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company and of persons who having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) shall not exceed fifty, but where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this paragraph, be treated as a single member.

(B) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.

(C) The right of members to transfer their shares shall be restricted as hereinafter provided.

6. None of the funds of the Company shall (except by way of reduction of capital confirmed by the Court) be applied in the purchase of or lent on shares of the Company.

7. The Company may upon any offer of shares pay a commission to any person for subscribing or agreeing to subscribe for or underwriting shares of the Company not exceeding 5 per cent. of the nominal amount of the shares isssued.

8. Subject to the provisions of the above-mentioned agreement, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons and on such terms and conditions as they think fit.

9. The initial capital of the Company is £8,000, divided into 8,000 shares of £1 each, whereof 7,900 shall be called ordinary shares, and 100 (to be numbered 1 to 100 inclusive) shall be called founders' shares. Such shares shall confer the rights as to dividends, and in a winding up set forth in the next two Articles hereof.

10. The holders of the ordinary shares shall be entitled to receive out of the profits of each year available for dividend a preferential non-cumulative dividend for such year at the rate of 10 per cent. per annum on the capital paid up on the ordinary shares held by them respectively. The surplus profits of each year available for dividend shall be applied as to one-half thereof in payment of dividends to the holders of the ordinary shares in proportion to the capital paid up thereon, and as to the other half thereof, in payment of dividends to the holders of the founders' shares in proportion to the capital paid up thereon.

11. On a winding up the surplus assets available for distribution among the shareholders shall be applied first in repaying to the holders of ordinary shares the amounts paid up on the ordinary shares held by them respectively, secondly, in paying to the holders of founders' shares the sum of £50 in respect of each founders' share held by them respectively, and the surplus assets (if any) shall be divided among the holders of ordinary shares in proportion to the capital paid up on the ordinary shares held by them respectively.

CERTIFICATES.

12. Share certificates shall be issued under the seal of the Company, and signed by a Director and countersigned by the Secretary, or some other person appointed by the Directors.

13. Every member shall be entitled to one certificate for all the shares registered in his name. Every share certificate shall specify the number and the denoting numbers of the shares in respect of which it is issued, and the amount paid up thereon.

14. If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled, and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. The sum of one shilling shall be paid to the Company for every certificate issued under this clause.

15. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

CALLS.

16. The Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on their shares, and, subject to any special terms on which any shares may have been issued, the provisions of Articles 12 to 17 of Table A shall apply. A call may be made payable by instalments.

17. A call shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

FORFEITURE.

18. Articles 24 to 30 of Table A shall apply except that (1) the forfeiture of a share shall include all dividends declared in respect of the forfeited share, and not actually paid before the forfeiture, and (2) the liability of a person whose shares have been forfeited shall continue notwithstanding that the Company may have received payment in full of the nominal amount of the shares.

LIEN.

19. The Company shall have a first and paramount lien upon all the shares registered in the name of each member, and Articles 9 to 11 of Table A shall apply, but so that such lien shall apply to fully-paid shares.

TRANSFER AND TRANSMISSION OF SHARES.

20. The following provisions as to transfer shall apply—

(A) A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor, but save as aforesaid, and save as provided by paragraphs (F) or (H) of this clause, no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.

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

(C) If the Company shall within the space of twenty-eight days after being served with such notice, find a member willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to the purchasing member.

(D) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of the share, the Auditor shall, on the application of either party, certify in writing, the sum which, in his opinion, is the fair value and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert, and not as an arbitrator; and accordingly the Arbitration Act 1889 shall not apply.

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

(F) If the Company shall not, within the space of twenty-eight days after being served with the transfer notice, find a member willing to purchase the shares, and give notice in manner aforesaid, the proposing transferor shall, at any time within three calendar months afterwards, be at liberty, subject to paragraph (I) of this clause, to sell and transfer the shares (or those not placed) to any person and at any price.

(G) The shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the members, other than the proposing transferor, as nearly as may be in proportion to the existing shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and shall notify to the members that any member who desires to purchase shares in excess of his proportion should in his reply state how many excess shares he desires to have, and if all the members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings the same shall be offered to the members, or some of them, in such proportions or in such manner as shall be determined by lot to be drawn under the direction of the Directors.

(H) Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member to whom such member may have specifically bequeathed the same, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will, and the restrictions in paragraph (I) of this clause shall not apply to any transfer authorised by this paragraph.

(I) The Directors may refuse to register any transfer of a share (A) where the Company has a lien on the share, or (B) where the Directors are not of an opinion that it is desirable to admit the proposed transferee to membership, but Sub-paragraph (B) of this paragraph shall not apply where the proposed transferee is already a member holding more than 100 shares nor to a transfer made pursuant to paragraph (H) of this clause.

(J) Save as aforesaid, Articles 18 to 23 of Table A shall apply.

21. The Company shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound by or be compelled in any way to recognise, even when having notice thereof, any trust or any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, or such other rights in case of transmission thereof as are conferred by Articles 21 to 23 of Table A.

ALTERATION OF CAPITAL.

22. Articles 41 to 44 of Table A shall apply, and the Directors may also (subject to the provisions of the Companies Acts) accept surrender of shares.

MODIFYING RIGHTS.

23. If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes of

shares, all or any of the rights and privileges attached to each class may be annulled or modified by agreement between the Company and any person purporting to contract on behalf of the holders of shares of that class, provided such agreement is ratified in writing by the holders of at least three-fourths of the nominal amount of the issued shares of that class. Every such agreement shall bind all holders of shares of that class.

BORROWING POWERS.

24. The Directors may, from time to time at their discretion, borrow and secure the payment of any sum or sums of money for the purposes of the Company.

25. The Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular subject to Article 5 (B) hereof by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

GENERAL MEETINGS.

26. The Statutory Meeting of the Company shall be held at such time not being less than one month or more than three months from the date of the registration of the Company and at such place as the Directors may determine.

27. Other General Meetings shall be held once at least in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and at such place as may be determined by the Directors. Such General Meetings shall be called "Ordinary Meetings," and all other meetings of the Company shall be called "Extraordinary Meetings."

28. The Directors may, whenever they think fit, convene an Extraordinary Meeting, and the Directors shall on the request in writing of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary Meeting, and the provisions of Section 66 of the Companies Act 1908 shall apply.

29. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary Meeting.

30. Whenever it is intended to pass a Special Resolution the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS.

31. Articles 49 to 59 of Table A shall apply, but so that (A) a General Meeting may, with the consent in writing of all the members for the time being, be convened on a shorter notice than seven days or without a written notice, (B) notice of an adjourned meeting shall not be requisite in any case, and (C) a poll may be demanded by one member.

VOTES OF MEMBERS.

32. On a show of hands every member present in person shall have one vote, and at a poll every member present in person or by proxy shall have one vote for every ordinary share held by him and fifty votes for every founders' share held by him.

33. Articles 61 to 67 of Table A shall apply, save that an instrument of proxy may be in the usual common form or in any other form approved or accepted by the Directors.

DIRECTORS.

34. The first Directors shall be Herbert Edward Dawson, the said Arthur Pirrie Haslam, the said Arthur Luscombe Tester, Harold Heathcote Williams and the said Jack Williams. So long as the said Herbert Edward Dawson shall hold 1,200 shares at least in the capital of the Company he shall have the right to appoint one Director on the Board of Directors of the Company, and may at any time remove a Director so appointed and appoint another in his place: Provided that not more than one Director appointed under this clause shall hold office at any one time. Any such appointment shall be in writing under the hand of the said Herbert Edward Dawson. A Director appointed under this Article shall not require any qualification.

35. The number of Directors shall not be more than seven or less than four.

36. No person other than a retiring Director shall be elected a Director (except as a first Director, or a Director appointed by the said Herbert Edward Dawson under Clause 34 hereof, or a Director appointed by the Board) unless at least four and not more than fourteen days' notice shall have been left at the office of the intention to propose him, together with a notice in writing signed by himself of his willingness to be elected.

37. Subject as provided by Clause 34 hereof, the qualification of a Director shall be the holding in his own right of 100 ordinary shares of the Company.

38. A first Director may act before acquiring his qualification, but he and every other Director required to hold a qualification shall acquire his qualification within one month after his appointment, and unless he do so he shall be deemed to have agreed to take his qualification shares from the Company, and the same shall forthwith be allotted to him accordingly.

39. Each Director, other than a Managing Director, shall be paid remuneration at such rate as the Company in General Meeting shall direct; and it shall be permissible for the Company in General Meeting to resolve to pay each Director his reasonable travelling expenses incurred by him whilst employed on the business of the Company or in attending Board Meetings.

40. If any Director, being willing, shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by a fixed sum or percentage of profits, or otherwise, as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his remuneration above provided.

41. The office of a Director shall, *ipso facto*, be vacated—

(A) If he be found lunatic or become of unsound mind.

(B) If he cease to hold the required amount of shares to qualify him for office.

(C) If he becomes bankrupt or compounds with his creditors.

(D) If by notice in writing to the Company he resign his office.

(E) If in any calendar year he fails to attend three Board Meetings without special leave of absence from the Directors.

42. No Director shall be disqualified by his office from contracting with the Company, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office, or of the fiduciary relations thereby established, but (except as to the agreement mentioned in Clause 3 of these Articles) it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined on, if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest.

43. No Director shall, as a Director, vote in respect of any contract or arrangement in which he is interested, and if he do vote his vote shall not be counted, but this prohibition may be suspended or relaxed to any extent by a General Meeting, and such prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security for advances or by way of indemnity, or to the agreement referred to in Clause 3 of these Articles, or any matters arising thereout.

ROTATION AND ELECTION OF DIRECTORS.

44. At the Ordinary Meeting to be held in the year 1924 and at every succeeding Ordinary Meeting, one-third of the Directors, or if their number is not a multiple of three, then the number nearest to, but not exceeding one-third, shall retire from office; but no Managing Director or Director appointed by the said Herbert Edward Dawson under Clause 34 hereof shall retire from office by rotation, or shall be counted in the number of retiring Directors so long as he shall fill the office of Managing Director or is holding office under an appointment made pursuant to Clause 34 hereof, as the case may be.

45. Save as aforesaid, Articles 79 to 85 of Table A shall apply.

REMOVAL OF DIRECTORS.

46. Article 86 of Table A shall apply.

MANAGING DIRECTORS.

47. Article 72 of Table A shall apply, but so that (A) the Directors shall, subject to the provisions of any contract between the Company and any Managing Director, have power to determine his tenure of office, and (B) the said Arthur Pirrie Haslam shall be the first Managing Director.

PROCEEDINGS OF DIRECTORS.

48. Articles 87 to 94 of Table A shall apply, but so that (A) a Director who is at any time out of the United Kingdom shall not during such time be entitled to notice of any meeting of Directors; (B) a resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.

POWERS OF DIRECTORS.

49. The management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise or do, and as are not hereby or by statute directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Companies Acts and of these presents, and to any regulations, from time to time, made by the Company in General Meeting not being inconsistent with the provisions of these presents; provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

DIVIDEND AND RESERVE.

50. Articles 95 to 102 of Table A shall apply, and in addition to the provisions therein contained any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of debentures, or debenture stock of the Company, or paid-up shares, debentures, or debenture stock of any other company, or in any one or more of such ways.

ACCOUNTS.

51. Articles 103 to 107 of Table A shall apply.

AUDIT.

52. Once at least in every year, except 1923, the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by an Auditor.

53. The Company at each Ordinary Meeting shall appoint an Auditor to hold office until the next Ordinary Meeting, and his appointment, remuneration, rights and duties shall be regulated by Sections 112 and 113 of the Companies Act 1908.

NOTICES.

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

55. Each holder of shares whose registered place of address is not in the United Kingdom may, from time to time, notify in writing to the Company an address in the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding clause. If he shall not have named such an address, he shall not be entitled to any notices.

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

57. Any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office.

58. Any notice or document sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any shares, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof.

59. Save as hereinbefore provided, notice of every General Meeting shall be given to every member of the Company.

WINDING UP.

60. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part of the assets of the Company, and such division may, if so determined by Special Resolution, be otherwise than in accordance with the legal rights of the members.

61. In case any division otherwise than in accordance with the legal rights of the members shall be determined on, any member who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 192 of the Companies Act 1908.

INDEMNITY AND RESPONSIBILITY.

62. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against all costs, losses and expenses which he may incur by reason of any contract entered into, or act done by him as such officer or servant, or in any way in the discharge of his duties.

63. Any Director, Manager, Secretary, or other officer or servant of the Company shall be liable only for so much money as he shall actually receive, and he shall not be answerable for the acts or defaults of any other officer, or servant, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, unless the same happen through his own wilful act, neglect or default.

REMINDERS.

64. The Directors shall comply with the following provisions of the Companies Acts :—

(A) Companies (Consolidation) Act 1908.

(1) Keeping a register of members (Section 25).

(2) Making an annual list and summary (Section 26, except Sub-section (3)).

(3) Sending to the Registrar notice of consolidation or sub-division of shares (Section 42).

(4) Calling a General Meeting every year within the proper time (Section 64).

(5) Sending to the Registrar copies of Special and Extraordinary Resolutions (Section 70).

(6) Keeping a register of Directors and notifying their names, nationality and changes in the Board (Section 75 as amended by the Companies (Particulars as to Directors) Act 1917).

(7) Sending in a proper return of allotments (Section 88).

(8) Stating in every balance sheet the amount paid by way of underwriting commission until written off (Section 90).

(9) Having certificates ready for delivery (Section 92).

(10) Keeping registers of mortgages and charges and allowing inspection (Sections 93, 100, 101, 102).

(B) Companies Act 1913.

(1) Sending to the Registrar an annual certificate that the Company has not invited the public to subscribe for shares, debentures or debenture stock (Section 1, Sub-section (3)).

(2) If the number of members at any time exceeds fifty, sending to the Registrar an annual certificate that such excess consists wholly of persons allowed to be so included in excess under Article 5 (A) (Section 1, Sub-section (3)).

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Helen Dawson
8, Walpole Gardens
Chiswick W.4.

Wife of
Herbert Edward Dawson
of the same address.

Ada Elizabeth Haslam
62. Lillie Rd SW6

wife of
Arthur Pierce Haslam
of the same address

Dated this 5th day of June 1923.

Witness to the above Signatures—

Herbert M Dawson. (Engineer)
58 Lillyville Road.
Fulham SW 6

DUPLICATE FOR THE FILE.

No. 190553

Certificate of Incorporation

I Hereby Certify, That the

WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is **Limited.**

Given under my hand at London this Eighth day of June One Thousand Nine Hundred and Twenty-three.

Fees and Deed Stamps £7:5:0.

Stamp Duty on Capital £80.

Registrar of Joint Stock Companies.

Certificate received by Hadgate & Co (Pty Ltd)
18 Pall Mall
SW

Date 12 June 1923

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

SPECIAL AND EXTRAORDINARY RESOLUTIONS

(Pursuant to Section 117)

— OF —

WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED.

REGISTERED 26 JUL 1937

Passed 12th July, 1937.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at WESTOOL WORKS, 116, PUTNEY BRIDGE ROAD, PUTNEY, on MONDAY, the 12TH day of JULY, 1937, the following RESOLUTIONS were duly passed as to Nos. 1, 3, 5, 6, 7, 10 and 11 as SPECIAL RESOLUTIONS, and as to Nos. 2, 4 and 8 as EXTRAORDINARY RESOLUTIONS :—

1. That the Articles of Association of the Company be altered by inserting after Article 22 the following Resolutions as new Articles viz. :—Resolutions Nos. 1, 2, 3, 5, 6, 7, 10, 11 and part of 4 :—

"22A. (1) The Company in General Meeting may at any time and from "time to time pass a resolution that any sum (a) for the time being standing to "the credit of any reserve fund, or reserve account, of the Company (including "premiums received on the issue of any shares, debentures or debenture stock of "the Company) or (b) being undivided nett profits in the hands of the Company, "be capitalised and that such capitalised sum be appropriated as capital to and "among the holders of Ordinary Shares in the shares and proportions in which "they would have been entitled thereto if the same had been distributed by way "of dividend on such shares respectively or otherwise dealt with in such manner "as the resolution may direct, and such resolution shall be effective; and the "Directors shall in accordance with such resolution apply such sum in paying up "in full any unissued shares in the capital of the Company, or any debentures of "the Company, on behalf of such shareholders and appropriate such shares or "debentures to and distribute the same credited as fully paid up among the "Company's Ordinary Shareholders in the proportions aforesaid in satisfaction of "their shares and interests in the said capitalised sum, or shall apply such sum or "any part thereof on behalf of the Company's shareholders aforesaid in paying up "the whole or part of any uncalled balance which shall for the time being be "unpaid in respect of any issued Ordinary or Preference Shares held by any "shareholders or otherwise deal with such sum as directed by such resolution. "Where any difficulty arises in respect of any such distribution, the Directors "may settle the same as they think expedient, and in particular they may either "issue fractional certificates or disregard fractional proportions, fix the value for "distribution of any fully paid up shares or debentures, make cash payments to "any shareholders on the footing of the value so fixed, in order to adjust rights "and vest any such shares in trustees upon such trusts for the persons entitled to "share in the appropriation and distribution as may seem just and expedient to the "Directors. When deemed requisite, a proper contract for the allotment and "acceptance of any shares to be distributed as aforesaid shall be delivered to the "Registrar of Companies for registration in accordance with Section 42 of the "Companies Act 1929, and the Directors may appoint any person to sign such "contract on behalf of the persons entitled to share in the appropriation and "distribution and such appointment shall be effective.

615

26 JUL 1937

"(2) It shall be no objection to any resolution passed under sub-clause "(1) of this Article that such resolution is passed at the same meeting or a meeting "held on the same date as the meeting, at which the resolution authorised by this "Article was passed as a special resolution, provided that due notice of the "intention to propose such first mentioned resolution shall have been given prior "to the meeting at which it is passed."

2. That the capital of the Company be increased to £20,000 by the creation of 12,000 shares of £1 each and that the additional shares be dealt with as provided in succeeding resolutions.

3. That it shall be lawful for the Directors to issue any of the said shares as Preference Shares.

4. As to 2,000 of the said Preference Shares these shall be issued in the form of 5% Cumulative Preference Shares for cash and allotted as follows:—

1,500 to Herbert Edward Dawson of 8 Walpole Gardens, Chiswick, London, W.4.

500 to John William Geddes of "Katu", Bodley Road, New Malden, Surrey,

and that £1 per share be payable on allotment.

5. That these 2,000 5% Cumulative Preference Shares shall have the following rights and privileges (1) the right to a fixed cumulative preferential dividend of 5% per annum on the capital for the time being paid up, (2) the right in winding up to have the capital paid up on them and all arrears of dividend whether earned or declared or not up to the commencement of the winding up paid off in priority to any payment off of capital on the Ordinary Shares but without any further right to participate in profits or assets.

6. That all other Preference Shares shall be issued as 5% Preferred Ordinary Shares and shall enjoy similar rights to the Cumulative Preference Shares provided for in Resolution No. 5 above but shall have no claim to arrears of dividend.

7. That the Preference Shares shall not confer any right of voting at a General Meeting of the Company.

8. That 3,000 of the said shares be reserved as Ordinary Shares to the following persons in the following amounts:—

1,300 to Jack Fox-Williams of 86, Portland Place, London, W.1.

1,400 to George Raymond Hook of "Tenterden", 42, Ruskin Drive, Worcester Park, Surrey.

300 to Herbert Edward Dawson of 8, Walpole Gardens, Chiswick, London, W.4.,

and 15/- per share be payable on allotment.

10. That subject as in Resolutions Nos. 4 and 8 provided and notwithstanding anything in Article 42 of Table "A" (in Article 22 in the Company's Articles referred to) the shares created by Resolution No. 2 be issued at such times and to such persons and either as Preference Shares or Ordinary Shares and upon such terms as to payment of calls as the Directors may from time to time determine.

11. That the name of the Company be altered to "Westool Limited."

Ina A. Petrie

Secretary.

G L.P. LTD, LONDON, W C.1

Number of Company 190553/34

Form No. 26a.

THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Capital

OF

THE WESTMINSTER TOOL AND ELECTRIC COMPANY

LIMITED.

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

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

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Sec. 5 of the Revenue Act, 1903.)

REGISTERED 26 JUL 1937

Presented by

Claremont Haynes & Co.

Vernon House, Bloomsbury Square W.C.1.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 23 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

THE WESTMINSTER TOOL AND ELECTRIC COMPANY

, *Limited,*

has been increased by the addition thereto of the sum of

£ 12,000, *divided into* Twelve thousand

Shares of One pound *each, beyond the registered*

Capital of Eight thousand pounds

FOR AND ON BEHALF OF
THE WESTMINSTER TOOL & ELECTRIC CO. LTD.

**Signature* Secretary.

Officer

Dated the 26th day of July 1937.

** This Statement should be signed by a Director or Manager or Secretary of the Company.*

Number of Company 190553/35.

Form No. 10.

THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the Name of the Company. THE WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED

LIMITED.

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

REGISTERED
20 JUL 1937

Presented by

Claromont Haynes & Co.

Vernon House, Bloomsbury Square, W.C.1.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1,
6 Victoria Street, S.W.1, 15 Hanover Street, W.1,
19 & 21 North John St., Liverpool, 2, 77 Colmore Row, Birmingham, 3, 66 St. Vincent St., Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form No. 6A.

11662B 21-5-35

26 JUL 1937
Ass. Reck.

651

To THE REGISTRAR OF COMPANIES.

The Westminster Tool and Electric Company

Limited, hereby gives you notice, pursuant to Section 52 of the Companies Act, 1929, that by ~~a~~ *Special and Extraordinary Resolutions of the Company dated the 12th day of July 1937 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 12,000 beyond the Registered Capital of £ 8,000

*"Ordinary," "Extraordinary," or "Special".

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
2,000	Cumulative Preference	£1.
3,000	Ordinary Shares	£1.
7,000	As ordinary or Preferred ordinary shares according to determination of Directors	£1.

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new shares have been, or are to be, issued are as follows:— In so far as they are CUMULATIVE PREFERENCE Shares :-

1. The right to a fixed cumulative preferential dividend of 5% per annum on the capital for the time being paid up
2. The right in winding up to have the capital paid up on them and all arrears of dividend whether earned or declared or not up to the commencement of the winding up paid off in priority to any payment off of capital on the ordinary shares but without any further right to participate in profits or assets.

In so far as they may be PREFERRED ORDINARY Shares:- Similar rights to Cumulative Preference shares but no claim to arrears of dividend.

In so far as they may be ORDINARY SHARES on the same terms as the Ordinary Shares of the Company.

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

The Cumulative Preference Shares have no voting rights and are irredeemable.

FOR AND ON BEHALF OF THE WESTMINSTER TOOL & ELECTRIC CO. LTD

Signature [signature] Secretary.

State whether Director, Manager or Secretary

Dated the 26th day of July 1937

190553/37

THE WESTMINSTER TOOL & ELECTRIC COMPANY LIMITED.

At an Extraordinary General Meeting of the above Company held at Westool Works, 116 Putney Bridge Road, Putney, London, S.W.15, on Monday, the Twelfth day of July, 1937, at 5.30 o'clock in the afternoon, the following Resolution was proposed, seconded and unanimously carried as a Special Resolution:—

REGISTERED 27 JUL 1937

"That the name of the Company be altered to WESTOOL LIMITED."

FOR AND ON BEHALF OF
THE WESTMINSTER TOOL AND ELECTRIC Co., LTD.

George [illegible]
MANAGING DIRECTOR.

13th July, 1937.

WESTOOL WORKS,
116 PUTNEY BRIDGE ROAD,
PUTNEY,
LONDON, S.W.15.

340

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, 4, Central Buildings, Matthew Parker Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London." Telephone Number: Whitehall 5140), and that the following number may be quoted:—

Cos.3974/37.

BOARD OF TRADE,

30th July, 1937

COMPANIES REGISTRATION FIVE SHILLINGS

The Westminster Tool and Electric Company Limited.

Sir,

With reference to your application of the 16th July

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

Westool Limited.

REGISTERED 11 AUG 1937

This communication should be tendered to the Registrar of Companies, Bush House, Aldwych, W.C.2, as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (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, Sir,

Your obedient Servant,

W. S. Rainbow

The Secretary,
The Westminster Tool
and Electric Company Limited,
Westool Works,
Putney Bridge Road,
S.W.15.

SOMERSET HOUSE REGISTRATION OFFICE 11 AUG 1937

37

202/202 Wt32570/9065/53201 3000 7/37 FHD Gp683.

DUPLICATE FOR THE FILE.

No. 190553

Certificate of Change of Name.

I hereby Certify That

THE METHINETAR TOOL AND ELECTRIC COMPANY 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

METAR TOOL LIMITED

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

Given under my hand at London, this eleventh day of August One Thousand Nine Hundred and thirty-seven.

Assistant Registrar of Companies.

Certificate received by C. Blücher for Clarence Haynes & Co

Date 13th August 37

190552/62

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 117)

OF

WESTOOL LIMITED.

REGISTERED 7 FEB 1946

PASSED 28th DECEMBER, 1945.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Victoria House, Southampton Row, London, W.C.1, on Friday, the 28th day of December, 1945, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

That Articles 34 and 35 and 44 of the Company's Articles of Association be deleted and the following Articles substituted therefor, that is to say:—

"34. The number of Directors shall not be more than ten "or less than four.

"35. No person other than a retiring Director shall be "elected a Director unless at least four and not more than four-"teen days' notice shall have been left at the Office of the intention "to propose him, together with a notice in writing signed by "himself of his willingness to be elected.

"44. At each Ordinary Meeting, one third of the Directors, "or if their number is not a multiple of three, then the number "nearest to, but not exceeding one third shall retire from office; "but no Managing Director shall retire from office by rotation, or "shall be counted in the number of retiring Directors so long as "he shall fill the office of Managing Director."

INA H. PETRIE,
Secretary.

7 FEB 1946

A393

190553

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

(Pursuant to Section 117)

— OF —

WESTOOL LIMITED

REGISTERED
18 JUL 1946

Passed 30th April, 1946.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at VICTORIA HOUSE, SOUTHAMPTON ROW, LONDON, W.C.1, on TUESDAY, the 30th day of APRIL, 1946, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:—

1. That Article 36 of the Company's Articles of Association be deleted.

2. That the following be substituted for Article 39 of the Company's Articles of Association, that is to say:—

> 39. Each Director other than a Managing Director shall be paid remuneration at such rate as the Company in General Meeting shall direct, and in addition thereto every Director shall be reimbursed by the Company all reasonable travelling and hotel subsistence and other expenses incurred by him whilst employed on the business of the Company or in attending Board Meetings thereof.

3. That notwithstanding anything in Special Resolution No. 10 passed at the Extraordinary General Meeting of the Members held on the 12th July, 1937, as to 4,717 Shares of the Company 121 thereof numbered from 101 to 221 both inclusive shall be issued as Founders Shares for cash and allotted immediately as follows:—

6 to Herbert Edward Dawson, of 8 Walpole Gardens, Chiswick, W.4.
3 to Jack Fox-Williams, of 22 Kingston House, Knightsbridge, S.W.1.
28 to Linton Theodore Thorp, of 3 Hare Court, The Temple, E.C.4.
28 to Arthur Lancelot Hunking, of 314 Latymer Court, Hammersmith, W.6.
28 to Clifford Edmund MacKellar, of 96 Kenilworth Court, Lower Richmond Road, Putney, S.W.15.
28 to George Rawling Denney, of Greenacres, Watersfield, Pulborough, Sussex.

and that £1 per Share be payable on allotment and that such 121 Founders Shares so issued as aforesaid shall rank in all respects for dividends and shall carry all rights and privileges pari passu with the Founders Shares originally created by Article 9 of the Articles of Association of the Company and that the balance of the said 4,717 £1 Shares, that is to say, 4,596 £1 Shares be and the same are hereby divided and converted into 18,384 Shares of the nominal value of 5/- each numbered 1 to 18,384 both inclusive and the same are hereby reserved to the following persons in the following amounts:—

43483

14 to Herbert Edward Dawson, of 8 Walpole Gardens, Chiswick, W.4.
1,692 to Jack Fox-Williams, of 22 Kingston House, Knightsbridge, S.W.1.
1,510 to George Raymond Hook, of 75 Great Northern Road, Dunstable, Beds.
3,992 to Linton Theodore Thorp, of 3 Hare Court, The Temple, E.C.4.
4,092 to Arthur Lancelot Hunking, of 314 Latymer Court, Hammersmith, W.6.
3,992 to George Rawling Denney, of Greenacres, Watersfield, Pulborough, Sussex.
3,092 to Clifford Edmund MacKellar, of 96 Kenilworth Court, Lower Richmond Road, Putney, S.W.15.

and that such Shares shall be issued at 5/- per Share payable by the said persons to whom the same are allotted in such amounts and at such time or times as may be called up by the Directors of the Company, but so that the said persons or any of them shall have the right at any time to pay up all or any part of the amount remaining uncalled up by the Directors on such Shares.

1. The holder of each such fully paid up Share of 5/- shall be entitled to receive by way of dividend in respect of each such Share one third of the amount payable by way of dividend upon one fully paid up Ordinary Share of £1 until the holder of such fully paid up Ordinary Share of £1 shall have received 1/6d per fully paid up Ordinary Share of £1 and the holder of each fully paid up Share of 5/- shall have received Sixpence per fully paid up Share of 5/- and thereafter the holder of each fully paid up Share of 5/- shall be entitled to receive in respect of each such Share a sum by way of dividend equal to One Shilling per Share less than the amount to which the holder of each fully paid up Ordinary Share of £1 shall be entitled in respect of each such fully paid up Ordinary Share of £1. In the event of there being any partly paid up Shares or Share of 5/- the holder or holders thereof for the time being shall be entitled to be paid in respect of each such Share the same proportion of the dividend due to a fully paid up Share of 5/- as the amount so partly paid up on each such Share of 5/- bears to the nominal amount of 5/-.

2. On a winding up the holder of each fully paid up Share of 5/- shall be entitled to receive in respect of each such Share one quarter of the amount payable to the holder of each fully paid up Ordinary Share of £1 in respect of each such Share until the holders of the fully paid up Ordinary Shares of £1 shall have received the sum of £1 for each fully paid up Ordinary Share of £1 so held by them and thereafter the holders of each fully paid up Share of 5/- shall be entitled to receive in respect of each fully paid up Share of 5/- so held by them the sum of 15/- less than the amount to which the holder for the time being of a fully paid up Ordinary Share of £1 shall be entitled in respect of each fully paid up Ordinary Share of £1 and the holder of each partly paid up Share of 5/- shall be entitled to receive in respect of each partly paid up Share of 5/- a sum equal to such sum as a holder of a fully paid up Share of 5/- shall be entitled to receive in respect of each fully paid up Share of 5/- less a sum equal to the amount remaining unpaid on each such partly paid up Share of 5/-.

3. At a poll every member present in person or by proxy shall have one vote for every Share of 5/- held by him in addition to any vote or votes which he may have under Article 32 of the Articles of Association of the Company.

INA H. PETRIE,
Secretary.

Managing Director

No. of Company 190553. /71.

C.A. 15.
7/48.
[103]

THE COMPANIES ACT, 1948.

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

(*Pursuant to Section 110 (3).*)

COMPANIES REGISTRATION FIVE SHILLINGS 1948

A 5s. Companies Registration Fee Stamp must be impressed here.

Name of Company WESTOOL Limited.

REGISTERED 10 AUG 1948

To the REGISTRAR OF COMPANIES.

WESTOOL 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 ST. HELEN'S AUCKLAND, BISHOP AUCKLAND, Co. DURHAM.

Signature Bernard C. Fisher

(State whether Director or Secretary) Assistant secretary.

Dated the Third day of August 1948

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1;
77, Colmore Row, Birmingham, 3;
12 & 14, Brown Street, Manchester, 2.

Printed by Waterlow Ld. 24 St. Mary Axe, London E.C.3.

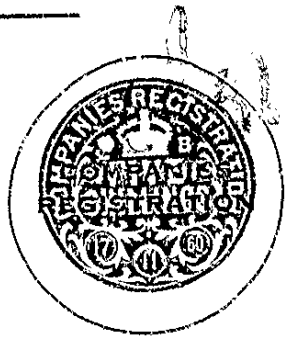
REGISTRATION OFFICE 10 AUG 1948

115

of
pany. 190553/102 H

Form 28.

THE COMPANIES ACT, 1948



A 5/- Companies Registration Fee Stamp must be impressed here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION [illegible] STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, [illegible] onverted into Stock, or of the Re-Conversion into Shares of Stock, specifying the [illegible] so re-converted, or of the Redemption of Redeemable Preference Shares or of the [illegible] ellation of Shares (otherwise than in connection with a reduction of share capital under [illegible]on 66 of the Companies Act, 1948).

REGISTERED 16 NOV 1968

Pursuant to Section 62.

[illegible]e of [illegible]pany WESTOOL Limited.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, London Wall, London, E.C.2;
49, Parliament Street, Westminster, S.W.1; 107, Park Lane, Marble Arch, W.1;
77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1;
12 & 14, Brown Street, Manchester, 2.

[illegible]ted by
Stephenson Harwood & Tatham,
Saddlers' Hall, Gutter Lane,
Cheapside, E.C.2.

[illegible] 28.]
[illegible]

TO THE REGISTRAR OF COMPANIES.

KESTOOL LIMITED,

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

that 18,384 issued and fully paid shares of 5s. each in the capital of the Company have been consolidated and divided into 4596 Ordinary Shares of £1 each forming one class in all respects with existing Ordinary Shares of £1 each

(*Signature*)

~~(State whether Director or Secretary)~~ Director and Secretary

Dated the FOURTH day of November 19 60

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

190553/104

WESTOOL LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 4th day of November, 1960 the following Resolutions were duly passed, Resolutions Nos. 1, 2 and 3 as Special Resolutions and Resolution No. 4 as an Ordinary Resolution, namely:—

RESOLUTIONS.

1. That subject to and conditionally upon Resolutions Nos. 2, 3 and 4 below being duly passed

(*a*) All special rights and privileges at present attached to the 221 issued and fully paid Founders' Shares of £1 each in the capital of the Company be cancelled and extinguished, and that with effect as aforesaid such Shares shall become and be designated Ordinary Shares of £1 each forming one class in all respects with the existing Ordinary Shares of £1 each.

(*b*) All special rights and privileges at present attached to the 18,384 issued and fully paid Ordinary Shares of 5s. each in the capital of the Company be cancelled and extinguished and such Shares be consolidated and divided into 4,596 Ordinary Shares of £1 each forming one class in all respects with the existing Ordinary Shares of £1 each.

2. That the capital of the Company be increased to £200,000 by the creation of 180,000 additional Ordinary Shares of £1 each forming one class in all respects with the existing Ordinary Shares and with the Ordinary Shares resulting from Resolution No. 1.

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

4. That, pursuant to Article 13 of the Company's Articles of Association, it is desirable that the sum of £34,518 being part of the amount standing to the credit of General Reserve Account of the Company, be capitalised and accordingly that the Directors be and they are hereby authorised and directed to appropriate and apply such sum of £34,518 as capital in paying up in full at par 34,518 of the unissued Ordinary Shares of £1 each in the capital of the Company and to allot and distribute such shares credited as fully paid as to 21,879 thereof to and amongst those persons who were registered in the books of the Company as the holders of the Founders' Shares of £1 each in the capital of the Company as at the close of business on the 1st day of November, 1960 in the proportion of 99 such unissued Ordinary Shares for every 1 such Founders' Share held by them respectively as on that date, and as to the balance of 12,639 thereof to and amongst those persons who were registered in the books of the Company as the holders of the Ordinary Shares of 5s. each in the capital of the Company as at the close of business on the said date in the proportion of 11 such unissued Ordinary Shares of £1 each for every 16 such Ordinary Shares of 5s. each held by them respectively as on that date.

REGISTERED 30 NOV 1960

A. G. WHY,

Director & Secretary.

This is the printed document submitted to the Extraordinary General Meeting of Westool Limited held this 4th day of November 1960 and for the purpose of identification subscribed by me

S. A. Reinman
Chairman

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Westool Limited.

1. Subject ashereinafter provided the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company. Neither the regulations contained in Part II of such First Schedule nor the regulations contained in the First Schedule to the Companies (Consolidation) Act 1908 shall apply to the Company.

2. The Company is a private Company and accordingly:-

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

(b) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single Member;

(c) any invitation to the public to subscribe for any shares ordebentures of the Company is prohibited;

(d) the Company shall not have power to issue Share Warrants to bearer.

REGISTERED 9 NOV 1960

3. The share capital at the date of the adoption of these Articles as the Articles of Association of the Company is £200,000 divided into 2,000 5½% Cumulative Preference Shares of £1 each and 198,000 Ordinary Shares of £1 each. The 5½% Cumulative Preference Shares confer on the holders thereof the following rights and privileges -

(a) As from the 1st day of January 1960 the holders of the said Preference Shares shall be entitled to receive out of the profits available for dividend a fixed cumulative preferential dividend at the rate of 5½% per annum on the capital for the time being paid up on the Preference Shares held by them respectively in priority to any dividend payable on any other Shares in the capital of the Company.

(b) On a return of assets in a liquidation or otherwise the holders of the said Preference Shares shall be entitled to receive -

(i) repayment of the capital paid up on such Preference Shares.

(ii) a sum equivalent to all arrears and accruals of the said fixed cumulative preferential dividend (whether earned or declared or not) down to the repayment of capital before any repayment of capital is made to the holders of any other Shares in the capital of the Company.

(c) The said Preference Shares shall not be entitled to any further right to participate in the profits or assets of the Company.

(d) The Company shall be entitled to issue additional Preference Shares ranking pari passu with the said Preference Shares provided that the total nominal amount of the said Preference Shares and of any such additional Preference Shares ranking pari passu therewith shall not exceed the aggregate nominal amount of the issued and paid up Ordinary Share Capital of the Company and its reserves as shown by the Balance Sheet for the last preceding financial year (excluding any amounts set aside for future taxation but including

any balance carried forward on profit and loss account). Subject as aforesaid the Company shall not issue any new Shares ranking in priority to or pari passu with the said Preference Shares without the consent in writing of the holders of three-fourths of the said Preference Shares or the sanction of an Extraordinary Resolution passed at a separate Meeting of the Holders of the said Preference Shares pursuant to Article 4.

(e) Any proposal to -

(i) alter the objects of the Company, or

(ii) dispose of substantially the whole of the undertaking and assets of the Company, or

(iii) reduce the capital of the Company by repayment to the holders of the said Preference Shares

shall be deemed to be a proposal to alter the rights attached to the said Preference Shares and shall not be effective without the consent or sanction of the Holders thereof as a class in accordance with Article 4.

4. Regulation 4 of Table A shall not apply. Subject to the provisions of Section 72 of the Act, the special rights attached to any class may be altered, modified, affected, varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll have one vote in respect of every share of the class held by them respectively.

5. The whole of the shares of the Company for the time being unissued shall be under the control of the Directors, who may, subject to the provisions of the Statutes, allot or otherwise dispose of the same to such persons, at such times and on such terms and conditions as the Directors may determine, with full power to give to any person the option over any shares for such time and for such consideration as the Directors think fit, but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. The following provisions shall apply in relation to the transfer of shares of the Company:-

(1) Save as provided in paragraph (8) of this Article no share (whether fully paid or not) shall be transferred to a person who is not a Member so long as any Director or any Member or any other person selected by the Directors is willing to purchase the same at the fair value thereof which shall be determined as hereinafter provided.

(2) A Member or other person entitled and proposing to transfer any share (hereinafter called "the Selling Member") shall give notice in writing (hereinafter called "the Transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value of the share which he desires to sell, and shall constitute the Company as his agent for the sale of the share in the terms of this Article at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor for the time being of the Company in accordance with these Articles. Where the transfer notice includes several shares it shall operate as if it were a separate notice in respect of each such share. The transfer notice shall not be revocable except with the sanction of the Directors.

(3) If the Company shall within the space of two months after being served with a transfer notice find a Director or Member or other person as aforesaid willing to purchase the shares or any of them (hereinafter called "the Purchasing Member") and shall give notice thereof to the Selling Member, the Selling Member shall be bound upon payment of the fair value aforesaid to transfer such shares to the purchasing Member.

(4) In case any difference arises between the Selling Member and the Purchasing Member as to the fair value of such shares, the Auditor shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be deemed to be acting as an expert and not as an Arbitrator, and accordingly the Arbitration Act 1950 shall not apply. Before giving any such certificate the Auditor shall give both parties the opportunity of expressing to him their views as to the fair value and shall take such views into his consideration in arriving at the fair value. The Auditor's fee shall be paid by the Selling Member if the value so certified shall be less than that specified in the transfer notice, and if not, then the Purchasing Member. If no value be specified in the transfer notice, the Auditor's fee shall be paid in equal shares by the Selling and Purchasing Members.

(5) If in any case the Selling Member, after having become bound as aforesaid, makes default in transferring shares, the Company may receive the purchase money, and the Directors may authorise any person to execute on behalf of the Selling Member a transfer of such shares and upon such transfer being executed by the Purchasing Member the Company shall cause the name of the Purchasing Member to be entered in the Register as the holder of the shares, and shall hold the purchase money in trust for the Selling Member. The receipt of the Company for the purchase money shall be a good discharge to the Purchasing Member, and after his name has been entered in the Register in the purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

(6) If the Company shall not, within the space of two months after being served with a transfer notice, find a Director or Member or other person as aforesaid willing to purchase the shares or any part thereof, and give notice in manner aforesaid the Selling Member shall at any time but only within a further period of two months afterwards be at liberty, but subject always to these Articles and in particular to paragraph (9) of this Article to sell and transfer the shares (or those not placed) to any person and at any price not being less than the fair value named in his transfer notice or to retain the whole or any part thereof as he may think fit.

(7) The Directors shall from time to time decide as to the mode and extent to which any shares specified in a transfer notice shall be offered to the Directors or Members or to any other person as aforesaid and may give any Director or Member or other person a preferential right to purchase such shares.

(8) Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother brother, sister, nephew, niece, widow or widower of such deceased member to whom such member may have specifically bequeathed the same, and shares standing in the name of the trustees of the will ofany deceased member may be transferred upon any change of trustees to the trustees for the time being of such will and the restrictions in paragraph (9) of this Article shall not apply to any transfer authorised by this paragraph.

(9) Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion without assigning any reason therefor decline to register the transfer of any share, whether or not such share is fully paid except pursuant to the provisions of paragraph (8) of this Article in a case where the share to be transferred is not subject to a lien in favour of the Company.

7. The following words shall be added at the end of Regulation 52 of Table A, namely :-

"and the fixing of the remuneration of the Directors".

8. Two persons being Members or proxies for Members shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.

9. The holders of Preference Shares shall not be entitled to receive notice of or to attend or vote at General Meetings of the Company except in the following circumstances :-

(i) If the preferential dividend or any part thereof is in arrear and unpaid for three months after the yearly date fixed for payment thereof and for this purpose the preferential dividend shall be payable yearly on the 1st day of January each year; or

(ii) where any proposal is to be submitted to the Meeting to alter, modify, affect,

vary or abrogate the rights attached to the Preference Shares,

Regulation 62 of Table A shall be modified accordingly.

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

11. Regulation 75 of Table A shall not apply. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than four nor more than ten.

12. Regulation 77 of Table A shall not apply. The qualification of a Director shall be the holding in his own name alone and not jointly with any other person of Ordinary Shares of the nominal amount of £100. A Director may act before acquiring his qualification, but shall in any case acquire the same within two months from his appointment.

13. The Company may in the year 1960 by Ordinary Resolution resolve that it is desirable that the sum of £34,518 part of the amount standing to the credit of the General Reserve Account of the Company, be capitalised and accordingly that the Directors be authorised and directed to appropriate and apply such sum of £34,518 as capital in paying up in full at par 34,518 of the unissued Ordinary Shares of £1 each in the capital of the Company and to allot and distribute such Shares credited as fully paid as to 21,879 thereof to and amongst those persons who were registered in the Books of the Company as the holders of Founders Shares of £1 each in the capital of the Company as at the close of business on the 1st day of November 1960 in the proportion of 99 such unissued Ordinary Shares for every one such Founders Share held by them as on that date, and as to the balance of 12,639 thereof to and amongst those persons who were registered in the books of the Company as the holders of the Ordinary Shares of 5/- each in the capital of the Company as at the close of business on the said date in the proportion of 11 such unissued Ordinary Shares of £1 each for every 16 such Ordinary Shares of 5/- each held by them respectively as on that date. And the provisions of Regulation 129 of Table A shall apply to a Resolution passed pursuant to this Article which is by way of supplement to and not in substitution for Regulation 128 of Table A.

14. If any Director being willing and having been called upon to do so shall render or perform extra or special services of any kind including services on any Committee established by the Directors or shall travel or reside beyond his usual place of residence for any business or purposes of the Company, he shall be entitled to receive such sums as the Directors may think fit for expenses and also such remuneration as the Directors think fit, either as a fixed sum or as a percentage of profits or otherwise and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive.

15. Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, nor shall it be necessary for him to acquire or hold any qualification, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not present, and at such meeting to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate Director shall be entitled, in addition to his own vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Board, and shall, ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected by the meeting or is deemed to be re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article, which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired. Every person acting as an alternate Director shall be an officer of the Company, and shall alone be

responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

16. The proviso to Regulation 79 of Table A shall be omitted.

17. Regulation 84 of Table A shall be omitted.

(1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no Director or intending Director shall be disqualified byhis office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by reason of such Director holding that office or of the fiduciary relationship thereby established.

(3) Any Director may himself or by his firm act in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

(4) A Director, notwithstanding his interest, 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.

18. Without prejudice to Article 17(2) and (3) hereof the Directors shall be entitled to enter into an agreement with any Director or Directors for his or their employment in a whole-time or part-time capacity by the Company for such period (subject to Section 184 of the Act) and upon such terms as to remuneration and otherwise as the Directors shall from time to time determine, and subject to the provisions of any agreement between the Company and any such Director, such Director shall not be subject to retirement by rotation or be taken into account in determining the rotation of Directors. It shall be no objection to any agreement entered into in pursuance of this Article that any such agreement is entered into with all or any of the Directors.

19. In Regulation 89 of Table A the words "all the Directors shall retire from office" shall be deleted.

20. In addition to the powers conferred by Regulation 87 of Table A the Directors shall be entitled to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid and holding or who held any salaried employment or office in or performing or who performed executive functions in the business of the Company or such other Company, and the widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

21. Without prejudice to the provisions of Regulations 96 and 97 of Table A the Company may, by Extraordinary Resolution, remove any Director (including a Managing Director but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may, by an Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director.

22. A Resolution in writing signed by all the Directors (or their alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in like form each signed by one or more of the Directors.

23. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A namely:-

> "and except those who under the provisions of the Company's Articles of Association for the time being or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company."

Chairman.

Form 10.

No. of Company 190553 / 108

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name of Company WESTOOL Limited

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

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

REGISTERED 16 NOV 1960

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

13 NOV 1960

Presented by
Stephenson Harwood & Tatham,
Saddlers' Hall, Gutter Lane,
Cheapside, E.C.2.

C1452

C.A. 38.]
6/59.

TO THE REGISTRAR OF COMPANIES.

WESTOOL Limited, hereby gives you notice pursuant to section 63 of The Companies Act, 1948, that by (a) a Special Resolution of the Company dated the 4th day of November, 19 60, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 180,000 beyond the Registered Capital of £ 20,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
180,000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:— ranking pari passu in all respects with all existing Ordinary Shares of £1 each in the capital of the Company.

Signature [signature]
~~(State whether Director or Secretary.)~~
Director and Secretary

Dated the FOURTH day of November 19 60

(a) "Ordinary," "Extraordinary," or "Special."
(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.
(*If any of the new Shares are Preference Shares state whether they are redeemable or not.*)

[C.A. 39]
3/60.

No. of Certificate 190553/106

£ CCD 9

WESTOOL LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

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

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;
12 & 14, BROWN STREET, MANCHESTER, 2.

REGISTERED 16 NOV 1960

16 NOV 1960

Presented by Stephenson Harwood & Tatham,
Saddlers' Hall, Gutter Lane,
Cheapside, E.C.2.

C.1453

[26A.]

The NOMINAL CAPITAL of

WESTOOL Limited

has by a Resolution of the Company dated 4th November 1960

been increased by the addition thereto of the sum of £ 180,000, divided into

180,000 shares of £ 1 each beyond the Registered Capital of

£20,000

Signature

~~State whether Director or Secretary~~ Director and Secretary

Date FOURTH day of November 19 60

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

170553/21.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

WESTOOL LIMITED

Passed 9th January, 1964.

REGISTERED
28 JAN 1964

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at St. Helen's Auckland, Bishop Auckland, Co. Durham on 9th January 1964 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

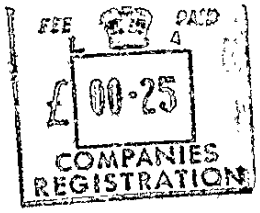
THAT the Articles of Association of the Company be altered by deleting the existing Article 12 and renumbering the remaining Articles consecutively from 1 to 22 inclusive.

A. L. HUNKING,
Director.

40

B., M. & CO., LTD. S63644/W

190553 /193



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

WESTOOL LIMITED

REGISTERED
10 JUL 1964

Passed 2nd July, 1964.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at St. Helen's Auckland, Bishop Auckland, Co. Durham on 2nd July 1964 the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

THAT the Articles of Association of the Company be altered by deleting the existing Article 6 and substituting therefor the following new Article 6:—

"Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any share whether or not such share is fully paid."

A. L. HUNKING,
Director.

65

7 JUL 1964

B., M. & Co., LTD. S71920L

No. 190553 /132

WESTOOL LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 10th February 1970 the following resolution was duly passed as an Ordinary Resolution

RESOLUTION

THAT the capital of the Company be increased to £402,000 by the creation of 202,000 additional Ordinary Shares of £1. each.

A.G. WHY
Secretary.

~~Presented by Stephenson Harwood & Tatham~~
~~Saddlers~~
~~Gutter~~
~~Cheapside~~
~~E.C.2.~~

Presented by Stephenson Harwood & Tatham
Saddlers' Hall,
Gutter Lane,
Cheapside,

COMPANIES REGISTRATION OFFICE
27 FEB 1970
DELIVERED BY HAND

Company 190553 / 133

10

Form 10

£10·00

COMPANIES REGISTRATION

THE COMPANIES ACTS 1948 TO 1967

Notice of Increase in Nominal Capital.

pursuant to Section 63 *of the Companies Act*, 1948.

ame of pany: WESTOOL Limited.

G

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

A Statement of the increase of the Nominal Capital must be filed pursuant to 2, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed n 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

nted by Stephenson Harwood and Tatham
Saddlers Hall, Gutter Lane,
Cheapside, E.C.2.

ntor's Reference 48

COMPANIES DELIVERY 25 SEP 1970

Post

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, London Wall, London, E.C.2
109, The Headrow, Leeds 1

TO THE REGISTRAR OF COMPANIES.

WESTOOL Limited, hereby gives you notice pursuant to section 63 of The Companies Act, 1948, that by (a) an Ordinary Resolution of the Company dated the Tenth day of February, 1970, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 202,000 beyond the Registered Capital of £ 200,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
202,000	Ordinary	£1

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

Pari passu in all respects with the existing Ordinary Shares

Signature [signature]
~~(State whether~~ Director ~~or~~ and Secretary.)

Dated the Thirteenth day of February 1970.

(a) "Ordinary," "Extraordinary," or "Special."
(b) *e.g.*, voting rights, dividend rights, winding up rights, etc.
(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

CES £1000

ber of
pany } 190553 | 134

THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

WESTOOL

LIMITED

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

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

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

sented by

Presentor's Reference RF/48

Stephenson Harwood and Tatham

Saddlers Hall, Gutter Lane,

Cheapside, E.C.2

COMPANIES REGISTRATION OFFICE
25 FEB 1970
DELIVERED BY HAND

Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 1EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
14-22 Renfrew Court, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6B
8.17-3-69

P857

THE NOMINAL CAPITAL

OF

.....

WESTOOL ..... Limited

has by a Resolution of the Company dated 10th February

19 70 been increased by the addition thereto of the sum of

£ 202,000, divided into:—

202,000 Shares of £1 each

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

beyond the registered Capital of £200,000

.....

Signature .....

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

Dated the Thirteenth day of February 19 70.

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

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OF

WESTOOL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 16th April 1970 the following Resolutions were duly passed as SPECIAL RESOLUTIONS, namely:—

RESOLUTIONS

1. THAT with the consent of every holder of Ordinary Shares of the Company which is contained in the document produced to the Meeting and for the purpose of identification signed by the Chairman, the 199,554 issued Ordinary Shares of £1 each in the capital of the Company now registered in the name of Westforth Electrical & Automation Limited be converted into and redesignated "A" Ordinary Shares of £1 each and the 199,554 issued Ordinary Shares of £1 each in the capital of the Company now registered in the name of Warner Electric Brake & Clutch Company be converted into and redesignated "B" Ordinary Shares of £1 each.

2. THAT the Articles of Association of the Company be altered:

(A) By substituting for the first sentence of Article 3 the following new sentence namely:—

"The Share capital at the date of the adoption of this Article is £402,000 divided into 2,000 5½ per cent. Cumulative Preference Shares of £1, 199,554 "A" Ordinary Shares of £1 each and 199,554 "B" Ordinary Shares of £1 each and 892 undesignated Ordinary Shares of £1 each."

(B) By adding at the end of Article 5 the following:—

"Provided that unless determined otherwise by Special Resolution of the Company no new Ordinary Shares shall be issued except to the holders of the "A" Shares and the "B" Shares (treated as a single class) such new Ordinary Shares to be issued as "A" Shares *pro rata* to the holders of the "A" Shares and issued as "B" Shares *pro rata* to the holders of the "B" Shares."

(C) By substituting for Article 11 the following new Article:—

"11. (A) Unless and until otherwise determined by the Company by Special Resolution the number of Directors shall not be less than two. The holder or holders of a majority of the issued "A" Shares and of a majority of the issued "B" Shares respectively shall have the right to appoint Directors and the holder or holders of the "A" Shares shall have the right to appoint one more Director than the holder or holders of the "B" Shares and the following provisions shall apply:—

(i) The Directors appointed in respect of the "A" Shares shall be known as "A" Directors and the Directors appointed in respect of the "B" Shares shall be known as "B" Directors and "A" Directors and "B" Directors shall be known as Directors.

STEPHENSON HARWOOD & TATHAM
SADDLERS' HALL,
GUTTER LANE,
CHEAPSIDE

24 APR 1970
COMPANIES OFFICE

(ii) Such Directors may be appointed and removed from office by writing by the holder or holders of a majority of the issued "A" Shares in the case of "A" Directors and of " B " Shares in the case of " B " Directors.

(iii) Subject to the provisions of Regulation 88 of Table A, any Director or Directors appointed by the "A" or the " B " Shareholders shall hold office until removed as aforesaid and no such Director shall be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

(iv) Upon any Resolution for the removal of any "A" Director only the "A" Shareholders shall have any right to vote and on any Resolution for the removal of any " B " Director only " B " Shareholders shall have any right to vote.

(v) The provisions of this Article as to the appointment of "A" and " B " Directors shall be deemed to be a special right attached to the "A" Shares and to the " B " Shares respectively.

(B) Regulations 98 and 99 of Table A shall not apply but the Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall not have a second or casting vote. The quorum necessary for the transaction of business by the Directors shall be two Directors. A Director may, and the Secretary on the requisition of a Director shall, at any time convene a meeting of the Directors. Notice of every meeting of the Directors shall be given to every Director who shall have given to the Company an address within the United Kingdom or the United States of America at which notices may be served upon him but save as aforesaid it shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom."

R. A. E. FRANKLIN,

Chairman.

No. 190553

151.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WESTOOL LIMITED

(Passed 3rd March 1976)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Wednesday the third day of March 1976, the following resolution was duly passed as a SPECIAL RESOLUTION of the Company :-

RESOLUTION

That the regulations contained in the printed document submitted to the Meeting and signed by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of existing Articles of Association.

Director
Chairman of the Meeting.

16

McKenna & Co.
12 Whitehall

REGISTRATION OF

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 3rd March 1976)

of

WESTOOL LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967.

"Part I" means Part I of Table A in the First Schedule to the Act.

"Part II" means Part II of the said Table A.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The regulations contained in Part II, including the regulations contained in Part I incorporated in Part II, shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

4. The capital of the Company at the date of adoption of these Articles is £402,000, divided into 2,000 5½% Cumulative Preference Shares of £1 each and 400,000 Ordinary Shares of £1 each. The 5½% Cumulative Preference Shares confer on the holders thereof the following rights and privileges -

(a) As from the 1st day of January 1960 the holders of the said Preference Shares shall be entitled to

receive out of the profits available for dividend a fixed cumulative preferential dividend at the rate of 5½% per annum on the capital for the time being paid up on the Preference Shares held by them respectively in priority to any dividend payable on any other Shares in the capital of the Company.

(b) On a return of assets in a liquidation or otherwise the holders of the said Preference Shares shall be entitled to receive -

(i) repayment of the capital paid up on such Preference Shares.

(ii) a sum equivalent to all arrears and accruals of the said fixed cumulative preferential dividend (whether earned or declared or not) down to the repayment of capital before any repayment of capital is made to the holders of any other Shares in the capital of the Company.

(c) The said Preference Shares shall not be entitled to any further right to participate in the profits or assets of the Company.

(d) The Company shall be entitled to issue additional Preference Shares ranking pari passu with the said Preference Shares provided that the total nominal amount of the said Preference Shares and of any such additional Preference Shares ranking pari passu therewith shall not exceed the aggregate nominal amount of the issued and paid up Ordinary Share Capital of the Company and its reserves as shown by the Balance Sheet for the last preceding financial year (excluding any amounts set aside for future taxation but including

any balance carried forward on profit and loss account). Subject as aforesaid the Company shall not issue any new Shares ranking in priority to or pari passu with the said Preference Shares without the consent in writing of the holders of three-fourths of the said Preference Shares or the sanction of an Extraordinary Resolution passed at a separate Meeting of the Holders of the said Preference Shares pursuant to Article 5.

(e) Any proposal to -

(i) alter the objects of the Company, or

(ii) dispose of substantially the whole of the undertaking and assets of the Company, or

(iii) reduce the capital of the Company by repayment to the holders of the said Preference Shares

shall be deemed to be a proposal to alter the rights attached to the said Preference Shares and shall not be effective without the consent or sanction of the Holders thereof as a class in accordance with Article 4.

5. Regulation 4 of Table A shall not apply. Subject to the provisions of Section 72 of the Act, the special rights attached to any class may be altered, modified, affected, varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present

shall be a quorum), and that the holders of shares of the class shall, on a poll have one vote in respect of every share of the class held by them respectively.

6. The shares shall subject to regulation 2 of Part II and in the case of new shares created on any increase of capital subject to any direction to the contrary that may be given by the Company in General Meeting at the time the capital is increased be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount, except as provided by Section 57 of the Act.

7. In regulation II of Part I the words "(other than fully paid shares)" shall be omitted.

8. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

9. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

10. The holders of Preference Shares shall not be entitled to receive notice of or to attend or vote at General Meetings of the Company except in the following circumstances :-

(i) if the preferential dividend or any part thereof is in arrear and unpaid for three months after the yearly date fixed for payment thereof and for this purpose the preferential dividend shall be payable yearly on the 1st day of January each year; or

(ii) where any proposal is to be submitted to the Meeting to alter, modify, affect, vary or abrogate the rights attached to the Preference Shares, Regulation 62 of Part I shall be modified accordingly.

11. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited.

12. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any person so authorised by resolution of the Directors or of other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

13. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except

that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

14. Regulation 77 of Part I shall not apply to the Company. A Director shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

15. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

16. Subject to such disclosure as is required by Section 199 of the Act a Director may vote as a Director in regard to any contract, or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same matter, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of regulation 84 of Part I shall not apply to the Company.

17. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

18. Any Director may at any time appoint any person (or more than one, jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors.

An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

19. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated -

(a) if he resigns his office by notice in writing to the Company; or

(b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(d) if he becomes of unsound mind; or

(e) if he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

20. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive and the last sentences of Regulations 95 and 97 shall not apply to the Company.

21. Any resolution in writing pursuant to Regulation 106 of Part I or Regulation 5 of Part II may consist of several documents in like form or one resolution approved in writing by those concerned. In such Regulations and this Article writing shall be deemed to include telex, telegram, cable and other methods of reproducing or communicating writing in visible form.

22. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

23. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of regulation 121 of Part I.

24. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from Regulation 131 of Part I. Notice of every General Meeting shall be given to every Member entitled thereto at his registered address, whether or not such address is within the United Kingdom and Regulations 131 and 134 of Part I shall be modified accordingly and the words "within the United Kingdom" appearing in Regulation 133 of Part I shall be deleted. Where notice to Members outside the United Kingdom is sent by post it shall be sent by pre-paid air mail post and if so sent deemed notwithstanding Regulation 131 as amended to be effected at the expiration of seventy-two hours after the letter containing the same is posted.

25. The following sentence shall be added at the end of paragraph (a) of Regulation 134 of Table A namely :-

"and except those who under the provisions of the Company's

Articles of Association for the time being or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company".

Approved .....
.....
.....

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

Westool Limited.

Incorporated the 8th day of June 1923

Reprinted November, 1960 incorporating New Articles of Association adopted 4th November, 1960.

COMPANIES REGISTRATION OFFICE
29 MAR 1973

STEPHENSON HARWOOD & TATHAM,
Saddlers' Hall,
Gutter Lane,
Cheapside, E.C.2

THE COMPANIES ACTS, 1908 to 1917

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Westool Limited.

* 1. The name of the Company is "THE WESTMINSTER TOOL AND ELECTRIC COMPANY LIMITED."

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

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

(1) To acquire and take over as a going concern the business now carried on by Arthur Pirrie Haslam, Arthur Luscombe Tester and Jack Williams at No. 116 Putney Bridge Road, in the County of London, under the style or firm of "The Westminster Tool and Electric Company," and all or any of the assets and liabilities of the proprietors of that business in connection therewith, and for that purpose to enter into and carry into effect the agreement referred to in Clause 3 of the Articles of Association of the Company, with such modifications (if any) as may be agreed between the parties thereto.

* By Special Resolution passed 11th August, 1937, the name of the Company was changed.

(2) To manufacture, sell, purchase, make, and deal in any manner whatsoever, in all kinds of electrical and mechanical drills, grinders, blowers, and all types of electrical and mechanical tools, motors and appliances, to repair and renovate all electrical and mechanical appliances, to carry out all classes of armature and coil winding, and generally to carry on the business of manufacturing, mechanical and electrical and general engineers, and also to act as testing and consulting engineers.

(3) To carry on the business of suppliers of electricity for the purposes of light, heat, motive power, or otherwise, and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, and to carry on any other business (manufacturing, retail or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above.

(4) To enter into partnership or into any arrangement for sharing profits or joint adventure with any person, persons or company, carrying on or about to carry on any business which this Company is authorised to carry on, or any business capable of being conducted so as directly or indirectly to benefit this Company, and to acquire or join in acquiring any such business.

(5) To purchase, take on lease, or in exchange, hire, subscribe for, or otherwise acquire, and to hold and deal with any property, real or personal including patents, patent rights, inventions, concessions and shares, stocks, debentures or obligations of any company, and upon a distribution of assets or division of profits to distribute any such property amongst the members of this Company in specie.

(6) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills,

notes, and other negotiable or transferable instruments.

(7) To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future including uncalled capital.

(8) To lend money to any person or company, and to guarantee the performance of any contracts.

(9) To pay for any business, property or rights acquired or agreed to be acquired by this Company, and generally to satisfy any obligation of this Company, by the issue or transfer of shares of this or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.

(10) To sell, exchange, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of this Company, upon such terms and for such price or other consideration of any kind as the Company may think fit.

(11) To promote or assist in or contract with any person or company for the promotion of any company or companies, for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose.

(12) To remunerate or make donations to any person or persons whether Directors, officers or agents of this Company or not, for services rendered or to be rendered in or about the conduct of the Company's business.

(13) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined by the Directors.

(14) To establish and support funds or institutions calculated to benefit employés or ex-employés of the Company, or its predecessors in business, or the dependants or connections of such persons, and to grant pensions and allowances, and to subscribe or guarantee money for charitable objects.

(15) To do all such other things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each paragraph of this clause, except where otherwise expressed in such paragraph, shall be separate and independent main objects of the Company and shall not be limited or restricted by reference to the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

* 5. The capital of the Company is £8,000, divided into 8,000 shares of £1 each.

---

* The Capital of the Company has from time to time been increased and reorganised and at the 4th November, 1960, the date at which the Company adopted new Articles of Association, consisted of £200,000 divided into 2,000 5½% Cumulative Preference Shares of £1 each and 198,000 Ordinary Shares of £1 each.

* At 3rd March 1976, the date at which the capital of the Company was £402,000 divided into 2,000 5½% Cumulative Preference Shares of £1 each and 400,000 Ordinary Shares of £1 each.

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.
HELEN DAWSON, 8 Walpole Gardens, Chiswick, W.4, Wife of Herbert Edward Dawson, of the same address.	One Ordinary
ADA ELIZABETH HASLAM, 52 Lillie Road, S.W.6, Wife of Arthur Pirrie Haslam, of the same address.	One Ordinary

DATED this 5th day of June 1923.

WITNESS to the above Signatures :-

HERBERT M. DAWSON (Engineer),
58 Lillyville Road,
Fulham, S.W.6.

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 3rd March 1976)

of

WESTOOL LIMITED

1. In these Articles -

"The Act" means the Companies Act 1948, as amended by the Companies Act 1967.

"Part I" means Part I of Table A in the First Schedule to the Act.

"Part II" means Part II of the said Table A.

2. The Company is a Private Company within the meaning of Section 28 of the Act.

3. The regulations contained in Part II, including the regulations contained in Part I incorporated in Part II, shall apply to the Company with the exceptions, modifications and additions hereinafter contained.

4. The capital of the Company at the date of adoption of these Articles is £402,000, divided into 2,000 5½% Cumulative Preference Shares of £1 each and 400,000 Ordinary Shares of £1 each. The 5½% Cumulative Preference Shares confer on the holders thereof the following rights and privileges -

(a) As from the 1st day of January 1960 the holders of the said Preference Shares shall be entitled to

receive out of the profits available for dividend a fixed cumulative preferential dividend at the rate of 5½% per annum on the capital for the time being paid up on the Preference Shares held by them respectively in priority to any dividend payable on any other Shares in the capital of the Company.

(b) On a return of assets in a liquidation or otherwise the holders of the said Preference Shares shall be entitled to receive -

(i) repayment of the capital paid up on such Preference Shares.

(ii) a sum equivalent to all arrears and accruals of the said fixed cumulative preferential dividend (whether earned or declared or not) down to the repayment of capital before any repayment of capital is made to the holders of any other Shares in the capital of the Company.

(c) The said Preference Shares shall not be entitled to any further right to participate in the profits or assets of the Company.

(d) The Company shall be entitled to issue additional Preference Shares ranking pari passu with the said Preference Shares provided that the total nominal amount of the said Preference Shares and of any such additional Preference Shares ranking pari passu therewith shall not exceed the aggregate nominal amount of the issued and paid up Ordinary Share Capital of the Company and its reserves as shown by the Balance Sheet for the last preceding financial year (excluding any amounts set aside for future taxation but including

any balance carried forward on profit and loss account). Subject as aforesaid the Company shall not issue any new Shares ranking in priority to or pari passu with the said Preference Shares without the consent in writing of the holders of three-fourths of the said Preference Shares or the sanction of an Extraordinary Resolution passed at a separate Meeting of the Holders of the said Preference Shares pursuant to Article 5.

(e) Any proposal to -

(i) alter the objects of the Company, or

(ii) dispose of substantially the whole of the undertaking and assets of the Company, or

(iii) reduce the capital of the Company by repayment to the holders of the said Preference Shares

shall be deemed to be a proposal to alter the rights attached to the said Preference Shares and shall not be effective without the consent or sanction of the Holders thereof as a class in accordance with Article 4.

5. Regulation 4 of Table A shall not apply. Subject to the provisions of Section 72 of the Act, the special rights attached to any class may be altered, modified, affected, varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of holders of the shares of the class. To every such separate meeting all the provisions of these presents relating to General Meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present

shall be a quorum), and that the holders of shares of the class shall, on a poll have one vote in respect of every share of the class held by them respectively.

6. The shares shall subject to regulation 2 of Part II and in the case of new shares created on any increase of capital subject to any direction to the contrary that may be given by the Company in General Meeting at the time the capital is increased be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including any Director) and on such terms as they think fit, provided that no share shall be issued at a discount, except as provided by Section 57 of the Act.

7. In regulation II of Part I the words "(other than fully paid shares)" shall be omitted.

8. In regulation 15 of Part I the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

9. Regulation 22 of Part I shall not apply to the Company. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. Provided that in the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

10. The holders of Preference Shares shall not be entitled to receive notice of or to attend or vote at General Meetings of the Company except in the following circumstances :-

(i) if the preferential dividend or any part thereof is in arrear and unpaid for three months after the yearly date fixed for payment thereof and for this purpose the preferential dividend shall be payable yearly on the 1st day of January each year; or

(ii) where any proposal is to be submitted to the Meeting to alter, modify, affect, vary or abrogate the rights attached to the Preference Shares, Regulation 62 of Part I shall be modified accordingly.

11. Regulation 75 of Part I shall not apply to the Company. Unless and until otherwise determined by Ordinary Resolution of the Company, the number of Directors shall not be less than two and the maximum number of Directors shall not be limited.

12. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company, signed by any person so authorised by resolution of the Directors or of other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the Directors, and any such removal shall be without prejudice to any claim which a Director so removed may have under any contract between him and the Company.

13. There shall be substituted for the second sentence of regulation 76 of Part I the words: "Unless otherwise determined by the Company in General Meeting such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except

that any Director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

14. Regulation 77 of Part I shall not apply to the Company. A Director shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any General Meeting.

15. The proviso to regulation 79 of Part I (limiting the power to borrow money) shall not apply to the Company.

16. Subject to such disclosure as is required by Section 199 of the Act a Director may vote as a Director in regard to any contract, or arrangement in which he or the Company is interested, whether or not the Director or the Company is a party to the same matter, and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter or arrangement is under consideration; and paragraphs (2) and (4) of regulation 84 of Part I shall not apply to the Company.

17. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall be omitted from regulation 86 of Part I.

18. Any Director may at any time appoint any person (or more than one, jointly or severally) to be an alternate Director of the Company to represent such Director, and may at any time remove any alternate Director so appointed from office. An alternate Director so appointed shall not, except by virtue of an agreement with the Director whom he represents be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors.

An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote at all meetings of the Directors and to perform all the functions of such Director as a Director. When acting also as a Director or as an alternate Director for more than one Director, an alternate Director shall have one vote for every Director he represents, in addition to his own, if himself a Director, and when so acting, where the quorum exceeds two, shall be considered as two Directors for the purpose of making a quorum. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he represents ceases for any reason to be a Director. Any such appointment or the termination thereof shall be by notice in writing to the Company and take effect when the notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors.

19. Regulation 88 of Part I shall not (save as hereinafter repeated) apply to the Company. Subject always to any claim arising under any contract between him and the Company, the office of Director shall be vacated -

(a) if he resigns his office by notice in writing to the Company; or

(b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) if he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or

(d) if he becomes of unsound mind; or

(e) if he is otherwise duly removed from office.

No Director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age.

20. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 inclusive and the last sentences of Regulations 95 and 97 shall not apply to the Company.

21. Any resolution in writing pursuant to Regulation 106 of Part I or Regulation 5 of Part II may consist of several documents in like form or one resolution approved in writing by those concerned. In such Regulations and this Article writing shall be deemed to include telex, telegram, cable and other methods of reproducing or communicating writing in visible form.

22. The last sentence of Regulation 98 of Part I shall not apply to the Company. Notice of every meeting of Directors shall be given to each Director of the Company or his alternate Director, including Directors and alternate Directors who may for the time being have given addresses or be resident outside the United Kingdom.

23. The words "and payment thereof shall be a sufficient discharge to the Company in respect of the dividend, interest or other monies represented thereby" shall be added to the second sentence of regulation 121 of Part I.

24. The words "in the case of a notice of a meeting" and the words "and in any other case at the time at which the letter would be delivered in the ordinary course of post" shall be omitted from Regulation 131 of Part I. Notice of every General Meeting shall be given to every Member entitled thereto at his registered address, whether or not such address is within the United Kingdom and Regulations 131 and 134 of Part I shall be modified accordingly and the words "within the United Kingdom" appearing in Regulation 133 of Part I shall be deleted. Where notice to Members outside the United Kingdom is sent by post it shall be sent by pre-paid air mail post and if so sent deemed notwithstanding Regulation 131 as amended to be effected at the expiration of seventy-two hours after the letter containing the same is posted.

25. The following sentence shall be added at the end of paragra (a) of Regulation 134 of Table A namely :-

"and except those who under the provisions of the Company's

Articles of Association for the time being or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company".

No. 190553 | 153.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

WESTOOL LIMITED

CONSENT

of the Holders of "A" Ordinary Shares and

"B" Ordinary Shares of £1 each

WE, the undersigned, being the holders of all the issued "A" Ordinary Shares and "B" Ordinary Shares of £1 each in the capital of Westool Limited HEREBY CONSENT to any and every variation and modification of the rights attached to the "A" Ordinary Shares and the "B" Ordinary Shares to be effected by the Resolution to be submitted at the Extraordinary General Meeting of the Company to be held on 3rd March , 1976.

DATED this third day of March, 1976.

Warner Electric Brake & Clutch Company

by

Authorised Representative

.....

P. De Belay .....

A.C. Stewart .....

M.P. Nutting .....

COMPANIES REGISTRATION OFFICE 13 MAR 1976

No. 190553

THE COMPANIES ACT 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

WESTOOL LIMITED

Passed 27th October 1977

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, held at Westool Works, St. Helen's Auckland, Bishop Auckland Co. Durham, on Thursday, the 27th day of October 1977 the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

RESOLUTION

"THAT the name of the Company be changed to "Warner Electric Limited."

P. de Belay

CHAIRMAN

Presented by:

McKenna & Co.,
12, Whitehall,
LONDON, SW1A 2DZ.

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 190553 162

I hereby certify that

WESTOOL LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

WARNER ELECTRIC LIMITED

Given under my hand at Cardiff the

30TH DECEMBER 1977

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

C.172