

Number of }
Certificate }

199841

[Form No. 41.]

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



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

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

Road Plan Construction Company

LIMITED.

(See Page 2 of this Form.)

REGISTERED

127737

11 AUG 1924

82293

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

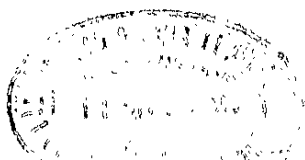
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

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

Presented for filing by



I John Edward Channadeth Crowther
of 23 Abingdon Street in the City of
Westminster Solicitor

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

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

Do solemnly and sincerely Declare that I am* a Solicitor of the
High Court engaged in the formation of
Road Plane Construction 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.

Declared at 25 Abingdon
Street in the City of
Westminster

the 11th day of August

One thousand nine hundred and twenty
four
before me,

John J. Conway
A Commissioner for Oaths.

J. E. M. Crowther

J.S. 10.

Number of }
Certificate }

199841

THE STAMP ACT, 1891.

(54 & 55 Vict. Ch. 39)

AND FINANCE ACTS, 1896 & 1920.

COMPANY LIMITED BY SHARES.



Statement of Nominal Capital

OF

ROAD PLANT CONSTRUCTION COMPANY

Limited.

Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 39 Finance Act, 1920.

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

REGISTERED

127733

11 AUG 1924

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

S5970.

Telegrams:
"WOODROW," Liverpool.

Telephone:
Bank 730 [3 Lines.]

H. T. WOODROW & CO., LTD.,

Joint Stock Company Printers, Publishers, Stationers,
and Registration Agents,

3 & 5, COOK STREET, LIVERPOOL.

Presented for filing by



1177



THE NOMINAL CAPITAL

OF

ROAD PLANT CONSTRUCTION COMPANY,.....*Limited,*

is *Two thousand -*.....*Pounds,*

(£2000: 0: 0)divided into.....*two thousand*.....

Shares of One pound.....*each*

Signature.....

G. M. Newling.

Officer.....

Secretary.....

Dated the.....*Seventh*.....day of

August.....*1924*

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



199841

3

REGISTERED

127738

THE COMPANIES ACTS, 1908 TO 1917.

11 AUG 1924
COMPANY LIMITED BY SHARES.Memorandum of Association
OF

Road Plant Construction Company, Limited.

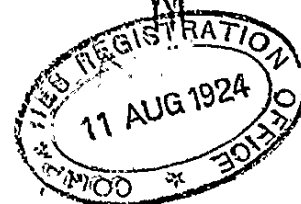
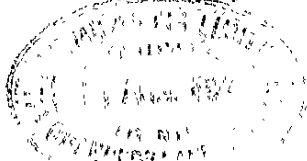
1.—The Name of the Company is "ROAD PLANT CONSTRUCTION COMPANY, LIMITED."

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

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

- (A) To carry on the business of iron founders, mechanical engineers, and manufacturers of all forms of machinery, plant, and apparatus, tool-makers, brass founders, metal workers, boiler-makers, machinists, smiths, woodworkers, builders, painters, electrical engineers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, plant, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights for the time being.

Presented for filing by:-



- (B) To carry on any business relating to the production and working of metals, and the production, manufacture, and preparation of any other materials which may usefully or conveniently be combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (D) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or

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grant licences or

privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (II) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) 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.
- (J) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and

to give guarantees or become security for any such persons.

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments, or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may

think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (r) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (r) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who

may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (t) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4.—The liability of the members is limited. ✓

5.—The Share Capital of the Company is £2,000, divided into 2,000 Shares of £1 each. The Company has power from time to time to increase its Capital, and to issue any Shares in the original or increased Capital, as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preference, rights, privileges or conditions, or to subject the same to any restrictions or limitations that may be determined before the issue of the Shares affected thereby. ✓

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.
James Thomas Mitchell Johnston Ackerley Richmond Rd Sanderstead Surrey	(one) /
Edmund Robert Johnston Goredown Bardonham Belmont Surrey, Merchant	(one) /
Walton Percival Watkins Leywood Balsanfield Rd Surrey Contractor	(one) /

Dated the 7th day of August, 1924.

Witness to the above Signatures :

G. M. Newling

35 Palmers Green Crescent,
Palmers Green,
London, N.
Surrey

199841

13



THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

REGISTERED
127739

Articles of Association

OF

11 AUG 1924

Road Plant Construction Company, Limited.

PRELIMINARY.

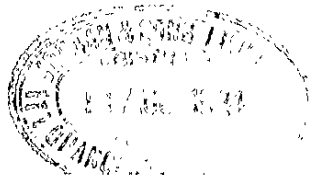
1.—The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908, shall not apply to this Company.

2.—In these Articles, unless the context otherwise requires—

“The Statutes” shall mean The Companies Acts, 1908 to 1917, and every other Act incorporated therewith, or any Act or Acts of Parliament substituted therefor; and in case of any such substitution the references in these presents to the provisions of non-existing Acts of Parliament shall be read as referring to the provisions substituted therefor in the new Act or Acts of Parliament.

“The Register” shall mean the Register of Members to be kept as required by Section 25 of The Companies (Consolidation) Act, 1908.

“Month” shall mean calendar month.



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"Paid up" shall include "credited as paid up."

"Secretary" shall include any person appointed to perform the duties of Secretary temporarily.

"In writing" shall include printed, lithographed, and typewritten.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

3.—The Company shall be a Private Company, and accordingly the following provisions shall have effect:

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

(b) The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.

(c) The transfer of Shares in the Company shall be restricted in the manner hereinafter provided.

4.—It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or

conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company to any amount not exceeding one shilling per Share.

SHARE CAPITAL.

5.—The original Share Capital of the Company is Two thousand Pounds, divided into 2,000 Shares of One Pound each.

SHARES AND CERTIFICATES.

6.—Without prejudice to any special rights previously conferred on the Holders of existing Shares in the Company, any Share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine.

7.—The Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons, on such terms, and in such manner as they think fit. Shares may be issued at par or at a premium.

8.—The Directors may make arrangements on the issue of Shares for a difference between the Holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

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

10.—Every Member shall be entitled without payment to one Certificate under the Common Seal of the Company, specifying the Share or Shares held by him, with

the distinctive numbers thereof and the amount paid up thereon. Such Certificate shall be delivered to the Member within two months after the allotment or registration of the transfer, as the case may be, of such Share or Shares.

11.—If any Member shall require additional Certificates he shall pay for each such additional Certificate such sum, not exceeding One Shilling, as the Directors shall determine.

12.—If any Certificate be defaced, worn out, lost, or destroyed, it may be renewed on payment of One Shilling or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or give such evidence of its loss or destruction and such indemnity to the Company as the Directors think fit.

JOINT HOLDERS OF SHARES.

13.—Where two or more persons are registered as the Holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following :—

- (a) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (b) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (c) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share ; but the Directors may require such evidence of death as they may deem fit.

- (d) Any one of such joint Holders may give effectual receipts for any Dividend, Bonus, or return of Capital payable to such joint Holders.
- (e) Only the person whose name stands first in the Register of Members as one of the joint Holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of the said joint Holders, and as such proxy to attend and vote at General Meetings of the Company.

CALLS ON SHARES.

14.—The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the persons and at the times and places appointed by the Directors. A Call may be made payable by instalments.

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

16.—If the Call payable in respect of any Share or any instalment of a Call be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest for the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may if they shall think fit waive the payment of such interest or any part thereof.

17.—If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed times or by instalments at any fixed times, whether on account of the amount of the Share or by way of premium, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, and of which due notice had been given ; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for non-payment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.

18.—The Directors may if they think fit receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him ; and upon the money so paid in advance the Directors may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per centum per annum) as may be agreed upon between the Members paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES.

19.—The instrument of transfer of any Share in the Company shall be in writing, and shall be executed both by the transferor and transferee, and duly attested, and the transferor shall be deemed to remain the Holder of such Share until the name of the transferee is entered in the Register in respect thereof.

20.—Shares in the Company shall be transferred in any usual or common form of which the Directors shall approve.

21.—A Member shall be entitled to transfer any Share subject to the terms of Article 22 hereof, but not otherwise than in accordance with the following provisions :—

- (A) A Member desirous of selling his Shares (hereinafter called "the selling Member") shall give a

notice (hereinafter called "the notice of sale") to the Secretary of the Company containing an offer to sell the same, and stating the number of Shares which he desires to sell and the price which he is willing to accept for such Shares.

- (B) The Secretary shall thereupon send to each of the other Members of the Company a circular containing the same particulars, and naming a day (being fourteen days after the receipt by him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the Shares referred to in the notice of sale at the price named shall be received from Members of the Company by the Secretary, he shall, as agent for the selling Member and the proposing purchaser or purchasers, declare a contract of sale to be concluded, and shall give notice thereof to the selling Member and the purchaser or purchasers.
- (C) If the offers for purchase shall together constitute offers to purchase a greater number of Shares than those offered for sale, the Shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold Shares in the Company: Provided that no proposing purchaser shall be liable to take more Shares than those he shall have offered to purchase, and any Shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The selling Member and the Members declared to be the purchasers of Shares shall give effect to the contract or contracts so made as aforesaid by the execution of proper transfers and the payment of the purchase price.
- (D) If within twenty-one days after the service of the notice of sale on the Secretary the selling Member shall not receive notice that his offer

to sell is accepted on behalf of some Member or Members of the Company, he may within six calendar months from the date of serving the notice of sale sell or dispose of the Shares referred to in such notice of sale, or so many of them as shall not have been agreed to be purchased by a Member or Members of the Company to any other person, provided that such sale or disposal be at a price not less than that named in the notice of sale.

- (12) A notice of sale may be renewed from time to time, but the offer therein contained shall not be withdrawn until the expiration of twenty-one days from the time of the service thereof on the Secretary.
- (13) If any person shall become entitled to any Share by reason of the death or bankruptcy of any Member he shall be bound forthwith to offer the same for sale to the Members of the Company at a fair price, such fair price to be determined by agreement between such person and the Directors, or in default of agreement by the Auditors for the time being of the Company, whose decision shall be conclusive and binding on the Company and on all persons interested in the Share; and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned containing as the price which he is willing to accept the said fair price, and the same results shall follow as in the case of a notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.
- (14) Any Member may transfer or by Will bequeath any Share held by him to a Member or Members of his family as hereinafter defined, and in such case the foregoing provisions shall not apply; and in the case of such bequest the executors

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of the deceased Member may transfer the Shares so bequeathed to the legatee or legatees. For the purposes hereof "a member of the family" of any Member shall include a husband, wife, son, daughter, son-in-law, daughter-in-law, grandchild, or other direct issue of such Member, or a father, mother, brother, sister, nephew, or niece of such Member, but no other person.

- (H) Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or new appointment of trustees, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

22.—The Directors may at any time in their absolute and uncontrolled discretion refuse to register any proposed transfer of Shares. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

23.—On the death of any Member (not being one of several joint Holders of a Share) the executors or administrators of such deceased Member shall be the only persons recognised by the Company as having any title to such Share.

24.—A person becoming entitled to a Share by reason of the death or bankruptcy of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the Registered Holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company.

FORFEITURE OF SHARES AND LIEN.

25.—If any Member fail to pay any Call or instalment of a Call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the Call or instalment remains unpaid serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.

26.—The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such Call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the place where payment is to be made, such place being either the Registered Office or some other place at which Calls of the Company are usually made payable. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the Shares in respect of which such Call or instalment is payable will be liable to forfeiture.

27.—If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before payment of all Calls or instalments, interest, and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect.

28.—Any Shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all Calls made or instalments due prior to the forfeiture, as the Directors think fit; or the Directors may, at any time before such Shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve.

29.—Any Member whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay

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to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint down to the date of payment; but the Directors may if they shall think fit, remit the payment of such interest or any part thereof.

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

31.—The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall be freed and discharged from the lien of the Company.

32.—The Directors may, at any time after the date for the payment or satisfaction of such debts, obligations, or liabilities shall have arrived, serve upon any Member who is indebted or under any obligation to the Company, or upon the person entitled to his Shares by reason of the death or bankruptcy of such Member, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, and stating that if payment is not made or the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold; and if such Member or the person entitled to his Shares as aforesaid shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice.

33.—Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the Member to the Company; and the residue (if any) shall be paid to the person entitled to the Shares at the date of the sale or as he shall in writing direct.

34.—An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money, nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

ALTERATION OF SHARE CAPITAL.

35.—The Directors may with the sanction of an Extraordinary Resolution of the Company previously given in General Meeting increase the Capital by the issue of new Shares, such aggregate increase to be of such amount and to be divided into Shares of such respective amounts as the Resolution shall prescribe.

36.—Subject to the provisions of Article 40 hereof the new Shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the Resolution sanctioning the increase of Capital shall prescribe.

37.—Subject to any direction to the contrary that may be given by the Resolution sanctioning the increase of Capital, all new Shares shall before issue be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. Such offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer if not accepted will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot in the opinion of the Directors be conveniently offered under this Article.

38.—Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference to the payment of Calls and the forfeiture of Shares on non-payment of Calls, transfer, and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

39.—The Company may :—

(1) By Special Resolution :

(A) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association : Provided that in the subdivision of the existing Shares the proportion between the amount paid and the amount (if any) unpaid on each Share of reduced amount shall be the same as it was in the case of the existing Share from which the Share of reduced amount is derived ;

(B) Reduce its Capital in any manner allowed by law.

(2) By Ordinary Resolution :

(c) Consolidate and divide its Capital into Shares of larger amount than its existing Shares ;

d. (d) Cancel any Shares which at the date of the passing of the Resolution have not been taken or agreed to be taken by any person.

MODIFICATION OF RIGHTS.

40.—If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one-third of the issued Shares of the class.

BORROWING POWERS.

41.—The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit of Bonds or Debentures,

either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

42.—The Register of Mortgages shall be open to inspection by any creditor or Member of the Company without payment, and by any other person on payment of the sum of One Shilling for each inspection.

43.—A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

44.—The Statutory General Meeting shall be held at such time (within a period being not less than one month nor more than three months from the date at which the Company is entitled to commence business) and at such place as the Directors may determine.

45.—The Ordinary General Meeting of the Company shall be held in each year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

46.—The Directors may whenever they think fit, and they shall upon a requisition made in writing by Members in accordance with Section 66 of The Companies (Consolidation) Act, 1908, convene an Extraordinary General

Meeting of the Company. If at any time there shall not be present in England and capable of acting sufficient Directors to form a quorum, the Directors in England capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting of the Company in the same manner as nearly as possible as that in which Meetings may be convened by the Directors, and the Company at such Extraordinary General Meeting shall have power to elect Directors.

47.—In the case of an Extraordinary Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

48.—Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner herein-after mentioned, or in such other manner (if any) as may be prescribed by the Company in General Meeting; but the accidental omission to give notice to any Member, or the non-receipt by any Member of such notice, shall not invalidate the proceedings at any General Meeting.

49.—Notwithstanding the provisions of the last preceding Article, a Meeting may, with the written consent of all the Members, be convened by less than seven days' notice, and in such manner as the Members may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

50.—The business of an Ordinary General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Directors and Auditors, to elect Directors in place of those retiring, to elect Auditors and fix their remuneration, and to sanction a

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Dividend. All other business transacted at an Ordinary Meeting, and all business transacted at an Extraordinary Meeting, shall be deemed special.

51.—No business shall be transacted at any General Meeting, except the declaration of a Dividend or the adjournment of the Meeting, unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present and holding or representing by proxy not less than one-tenth of the issued Capital of the Company upon which all Calls or other sums then due have been paid.

52.—If within half an hour from the time appointed for the Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.

53.—The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the Chair the Members present shall choose one of their number to be Chairman.

54.—The Chairman may with the consent of any Meeting at which a quorum is present adjourn the Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for twenty-one days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be

necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

55.—At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) demanded by at least two Members entitled to vote, or directed by the Chairman, a declaration by the Chairman that a Resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Book of Proceedings of the Company, shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

56.—If a poll be demanded or directed in the manner above mentioned it shall (subject to the provisions of the next succeeding Article hereof) be taken at such time and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

57.—A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

58.—Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

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59.—If any Member be a lunatic or idiot he may vote by his committee, *curator bonis*, or other legal curator.

60.—No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid.

61.—On a poll votes may be given either personally or by proxy.

62.—The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote: Provided always that a corporation being a Member of the Company may appoint any one of its officers to be its proxy, and the person so appointed may attend and vote at any Meeting and exercise the same functions on behalf of the corporation which he represents as if he were an individual Shareholder.

63.—The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company not less than twenty-four hours before the time fixed for holding the Meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid.

64.—An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approve:—

ROAD PLANT CONSTRUCTION COMPANY, LIMITED.

I, _____ of _____
in the County of _____, being a Member of
ROAD PLANT CONSTRUCTION COMPANY, LIMITED,
hereby appoint _____, of _____,

as my proxy to vote for me and on my behalf at the Ordinary [or Extraordinary, as the case may be] General Meeting of the Company, to be held on the day of , 19 , and at any adjournment thereof.

As witness my hand this day of , 19 .

DIRECTORS.

65.—The number of Directors shall not be less than two nor more than five.

66.—The names of the first Directors shall be determined in writing by a majority of the Subscribers of the Memorandum of Association. Until the appointment of the first Directors the Subscribers of the Memorandum of Association may exercise the powers of the Directors, but shall not be required to hold any qualification beyond One Share each, and shall not be entitled to any remuneration.

67.—The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Ten Pounds. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month after being appointed a Director. A person other than a first Director may be elected before acquiring his qualification, but in such case he shall not act before acquiring such qualification, and it shall be deemed a condition of such election that he shall acquire the said qualification within one month after election. Any person accepting the office of Director, whether as a first Director or otherwise, shall be deemed to have agreed with the Company that if he shall not otherwise be qualified he will within one month after election take from the Company and pay for so many Shares as shall be necessary to make up with the Shares (if any) which he then holds the amount of his said qualification, and his name shall be entered in the Register accordingly.

68.—The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Company in General Meeting.

POWERS OF DIRECTORS.

69.—The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the formation and registration of the Company, and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

MANAGING DIRECTORS.

70.—The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such time and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit, and a Director so appointed shall not while holding such office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be subject to determination *ipso facto* if he shall cease from any cause to be a Director, or if the Company in General Meeting shall resolve that his tenure of such office be determined. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit

Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make or impose, and the said powers may at any time be withdrawn, revoked, or varied.

DISQUALIFICATION OF DIRECTORS.

71.—The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors ;
- (B) If he become of unsound mind or be found a lunatic ;
- (C) If he be convicted of an indictable offence ;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one month from the date of his appointment ;
- (E) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors ;
- (F) If he give the Directors one month's notice in writing that he resigns his office.
- (G) If he be removed in accordance with Article 79 hereof.

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

72.—A Director shall not be disqualified by his office from entering into contracts, arrangements, or dealings with the Company, nor shall any contract, arrangement,

or dealing with the Company be voided, nor shall a Director be liable to account to the Company for any profit arising out of any contract, arrangement, or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such contract, arrangement, or dealing, and being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

73.—The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the Regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

ROTATION OF DIRECTORS.

74.—At the Ordinary General Meeting in the year 1925, and at the Ordinary General Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office, the Directors to retire in each year being those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

75.—The Company at the Ordinary General Meeting at which any Director retires in manner aforesaid shall fill up the vacated office, and may fill up any other offices which may then be vacant, by electing the necessary number of persons, unless the Company shall determine to reduce the number of Directors. The Company may also

at any Extraordinary General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors, provided that the maximum hereinbefore mentioned be not exceeded.

76.—If at any Meeting at which an election of Directors ought to take place the places of the vacating Directors be not filled up, the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the Ordinary General Meeting in the next year, and so on from time to time until their places have been filled up.

77.—The Company may from time to time in General Meeting increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

78.—The Directors shall have power at any time and from time to time to appoint any other qualified person to be a Director of the Company either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number hereinbefore fixed. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

79.—The Company in General Meeting may by an Extraordinary Resolution remove any Director 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 hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

80.—Seven days' previous notice in writing shall be given to the Company of the intention of any Member to propose any person other than a retiring Director for election to the office of Director: Provided always that, if the Members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice, and may submit to the Meeting the name of any person duly qualified.

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PROCEEDINGS OF DIRECTORS.

81.—The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give any notice of a Meeting of Directors to any Director who is absent from the United Kingdom.

82.—The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

83.—A Memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

84.—The Directors may delegate any of their powers to Committees, consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on him or them by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

85.—All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting

as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

86.—The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of Directors of a company similar to this.

MINUTES.

87.—The Directors shall cause Minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Directors ;
- (B) Of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors ;
- (C) Of all resolutions and proceedings at all Meetings of the Company and of Directors and of Committees of Directors.

THE SEAL.

88.—The Directors shall forthwith procure a Common Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, or such other person as the Directors may appoint for the purpose, and such Director and Secretary, or other person as aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in their presence.

89.—Shareholders entitled to all Dividends in proportion to the amount by them received in advance of the dividend for the purpose.

90.—The Directors may recommend to the General Meeting which they may think fit, and the Company may, but such recommendation shall not be binding on the Company.

91.—No dividend shall be paid unless recommended by the Directors.

92.—The Directors may recommend to the General Meeting which they may think fit, and the Company may, but such recommendation shall not be binding on the Company.

93.—The Directors may recommend to the General Meeting which they may think fit, and the Company may, but such recommendation shall not be binding on the Company.

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96.—No dividend shall be paid unless recommended by the Directors.

DIVIDENDS.

89.—Subject to the rights of the Holders of any Shares entitled to any priority, preference, or special privileges, all Dividends shall be declared and paid to the Members in proportion to the amounts paid up on the Shares held by them respectively. No amount paid on a Share in advance of Calls shall, while carrying interest, be treated for the purpose of this Article as paid on the Share.

90.—The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of Dividend, and the Company shall declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

91.—No Dividend shall be paid otherwise than out of the profits of the Company.

92.—The Directors may from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits of the Company.

93.—The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

94.—Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices are given to the Members.

95.—The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder of such Share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

96.—No Dividend shall bear interest as against the Company.

97.—The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled: Provided always that no distribution shall be made which would amount to a reduction of Capital except in the manner appointed by law.

RESERVE FUND.

98.—Before recommending a Dividend the Directors may set aside any part of the net profits of the Company to create a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner (not being the purchase of or by way of loan upon the Shares of the Company) as they shall think fit, and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company, replacing wasting assets, meeting contingencies, forming an Insurance Fund, equalising Dividends, paying special Dividends or Bonuses, or for any other purpose for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to place to reserve.

ACCOUNTS.

99.—The Directors shall cause true accounts to be kept—

- (A) Of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place;
- (B) Of the assets and liabilities of the Company.

100.—The Books of Account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors may determine, and shall always be open to the inspection of the Directors. The Directors may from time to time by resolution determine whether and to what extent, and at what times and places, and on what conditions the books and accounts of the Company, or any of them, shall be open to the inspection of the Members (not being Directors), and the Members shall have only such rights of inspection as are given to them by Statute or by such resolution as aforesaid.

101.—At the Ordinary General Meeting in every year the Directors shall lay before the Company a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such Meeting.

102.—A balance sheet shall be made out and laid before the Company at the Ordinary General Meeting in every year, made up to a date not more than six months before such Meeting, but the same shall not be circulated.

AUDIT.

103.—Auditors shall be appointed and their duties regulated in the manner provided by Sections 112 and 113 of The Companies (Consolidation) Act, 1908.

NOTICES.

104.—A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered Address.

105.—No Member shall be entitled to have a notice served on him at any address not within the United Kingdom; and any Member whose registered address is not within the United Kingdom may by notice in

writing require the Company to register an address within the United Kingdom which, for the purpose of the service of notices, shall be deemed to be his registered address. Any Member not having a registered address within the United Kingdom, and not having given notice as aforesaid, shall be deemed to have received in due course any notice which shall have been displayed in the Company's Office and shall remain there for the space of forty-eight hours, and such notice shall be deemed to have been received by such Member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

106.—Any notice if served by post shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the post-office or into any post-box subject to the control of the Postmaster-General.

WINDING UP.

107.—If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied first in repaying to the Members the amount paid up on their Shares respectively; and, if such assets shall be more than sufficient to repay to the Members the whole amount paid up on their Shares, the balance shall be distributed among the Members in proportion to the amount which at the time of going into liquidation had been actually paid up on their Shares respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

108.—With the sanction of an Extraordinary Resolution of the Members any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the

Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

DISCOVERY OF SECRETS.

109.—No Member shall be entitled to require or receive any information concerning the business, trading, or customers of the Company, or any trade secret or secret process of or used by the Company, beyond such information as to the accounts and business of the Company as is by these presents or by the Statutes directed to be laid before the Company in General Meeting, and no Member shall be entitled to inspection of any of the books, papers, correspondence, or documents of the Company except so far as such inspection is authorised by these presents or by Statute.

ARBITRATION.

110.—If and whenever any difference shall arise between the Company and any of the Members or their respective representatives touching the construction of any of the Articles herein contained, or any act, matter, or thing made or done, or to be made or done, or omitted, or in regard to the rights and liabilities arising hereunder, or arising out of the relation existing between the parties by reason of these presents or of the Statutes, or any of them, such difference shall be forthwith referred to two Arbitrators—one to be appointed by each party in difference—or to an Umpire to be chosen by the Arbitrators before entering on the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of The Arbitration Act, 1889.

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

James Thomas Mitchell Architect
 Ladbroke Park Road

Sanderstead Surrey
 Merchant

Edmund Robert Whitton

Gorsehorn Buckton Lane Belmont
 Surrey
 Merchant

Walker Percival Wilkin

Raywood

Balcombe Rd

Contractor Horley Surrey

Dated the 7th day of August, 1924.

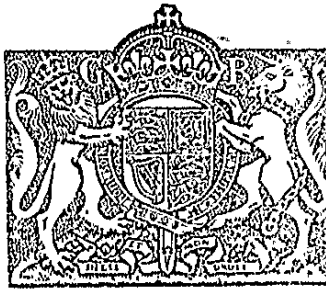
Witness to the above Signatures:

G. M. Newling

35 Palmerston Crescent,
 Palmers Green
 London, N. 12
 Spinsters

DUPLICATE FOR THE FILE.

No. 199841



Certificate of Incorporation

I Hereby Certify, That the

ROAD PLANT CONSTRUCTION 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 eleventh day of August One

Thousand Nine Hundred and Twenty-four.

Fees and Deed Stamps £ 3:10:0.

Stamp Duty on Capital £ 20.

A. E. Campbell - Taylor
Registrar of Joint Stock Companies.

Certificate
received by

Date

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

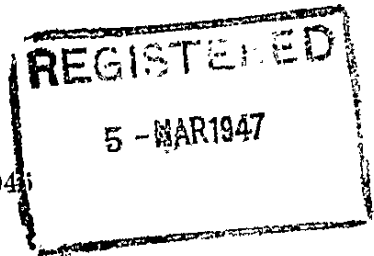


Special Resolution

OF

Road Plant Construction Company Limited

Passed 16th day of December, 1946



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Ibex House, Minories, in the City of London, on the 16th day of December, 1946, the following Special Resolution was duly passed:—

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

That Sub-Clause 'G' of Article 21 be deleted, and that the following new Sub-Clause 'G' be substituted, viz.:—

"A share may be transferred by a member, or other person entitled to transfer, to any other member selected by the transferor, or to any non-member who is approved by James Thomas Mitchell Johnston, and in such a case the remaining provisions of this Article shall not apply. Subject to this Sub-Clause, a member shall be entitled to transfer any share only in accordance with the remaining provisions of these Articles."

Filed by
Reynolds & Co
Ibex House Minories EC3
Solicitors to the Company.

L. M. Mewling

Secretary

1697

COPY.

Am
Gu
~~Extraordinary~~ *Special* Resolution.

OF



ROAD PLANT CONSTRUCTION
LIMITED.

Passed the fifth day of September 1949.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened pursuant to the provisions of Section 141 (1) of the Companies Act, 1948, and held at

Ibex House,
Minories, London, E.C.3.

on the fifth day of September, 1949, the following

~~Extraordinary~~ Resolution was duly passed:—

- I*
Gu
Special
1. It was resolved that the Memorandum of Association of the Company with respect to its objects be altered by inserting in Clause 3 (S), after the word "Company" in the eighth line thereof the following words:—

"including Directors or Ex-Directors who
"hold or have held Salaried Office."

2. It was resolved that the following words be added to Article 69, after the last sentence thereof:—

"The granting of pensions, gratuities or
"charitable aid to Directors or Ex-Directors
"or to the wives, children or other relatives
"of such persons, shall in all cases be
"subject to the consent of the Company in
"General Meeting."

Am
Gu
.....Chairman.

†We HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the first day of July, 1948.

Am
Gu
.....Chairman.
.....Secretary.

No. of Company 199841

[C.A.40]
2/50

THE COMPANIES ACT, 1948.

Special Resolution

Pursuant to Section 141 (2).

OF

ROAD PLANT CONSTRUCTION CO. LTD.

Passed 2/9 March 1951

AT an EXTRAORDINARY GENERAL MEETING of the above named
Company, duly convened and held at

21st March

minutes

per complete
London 2/9

on the 2/9 day of March 1951 the following

Special Resolution was duly passed:—

" That the Articles of Association shall be amended by the addition
" of the following new Article to be numbered 98A viz:—

" The Company in General Meeting may at any time and from
" time to time pass a resolution that any sum not required
" for the payment or provision of any fixed preferential
" dividend, and
" (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 or debentures of the
" Company or (b) being undivided net profits in the hands of the
" Company be capitalised, and that such sum be appropriated
" as capital to and amongst the ordinary shareholders in the
" proportions in which they would have been entitled thereto if
" the same had been distributed by way of dividend on the
" ordinary shares and 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 or debentures of the
" Company on behalf of the ordinary shareholders aforesaid,
" and appropriate such shares or debentures and distribute the
" same credited as fully paid up amongst such shareholders or their
" nominees in the proportions aforesaid in satisfaction of the
" shares and interests of such shareholders in the said

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; 77, COLMORE ROW, BIRMINGHAM, 3;

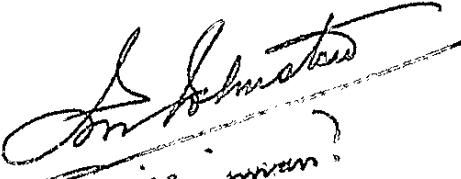
109, THE HEADROW, LEEDS, 1; 12 & 11, BROWN STREET, MANCHESTER, 2.

3642

2751

" said/

" capitalised sum or shall apply such sum or any part thereof on
" behalf of the 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 shares held
" by such 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 issue
" fractional certificates fix the value for distribution of any
" fully paid up shares or debentures, make ~~such~~ cash payments to any
" shareholders on the footing of the value so fixed in order
" to adjust rights, and vest any such shares or debentures 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 the shares to be distributed
" aforesaid shall be delivered to the Registrar of Companies for
" registration in accordance with Section 52 of the Companies Act
" 1948, 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."


Chairman

199841 / 42

No. C.A. 41B.
Extraordinary Resolution.

WATERLOW & SONS LIMITED,
85 & 86, London Wall, London, E.C.2;
40, Parliament Street, Westminster, S.W.1;
77, Colmore Row, Birmingham, 3;
109, The Headrow, Leeds, 1;
12 & 14, Brown Street, Manchester, 2.

10/49.

THE COMPANIES ACT, 1948.



10/49

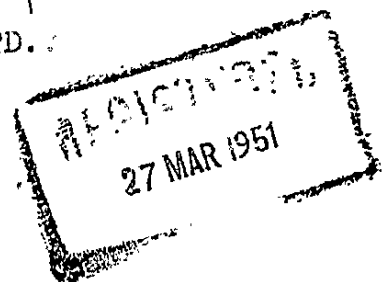
Extraordinary Resolution

Pursuant to Section 141 (1)

OF THE

ROAD PLANT CONSTRUCTION CO LTD.

Passed 21st March 1957



AT an EXTRAORDINARY GENERAL MEETING of the Members of the
said Company, duly convened and held at

on the 21st day of March 1957 the following

Extraordinary Resolution was duly passed:—

- " That the Capital of the Company be increased
- " to £8,000 by the creation of 6,000 new shares of
- " one pound each.

[Signature]

Chairman.



No. of Certificate 199841

[C.A. 39]
3/60.



ROAD PLANT CONSTRUCTION COMPANY

LIMITED.

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

27 MAR 1951

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.

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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; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

007006.
[26A.]

IBEX HOUSE, MINORIES,
LONDON, E.C.3.



1924

The NOMINAL CAPITAL of _____

ROAD PLANT CONSTRUCTION COMPANY Limited

has by a Resolution of the Company dated Twenty first March 1951

been increased by the addition thereto of the sum of £.6,000 , divided into

6,000 shares of £ one each beyond the Registered Capital of

£ 2,000

Signature _____

G M Rowling

State whether ~~Director or~~ Secretary...

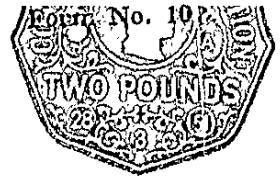
Secretary

Date Twenty first day of March

19 ⁵¹

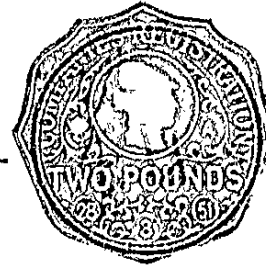
NOTE—This margin is reserved for Binding, and must not be written across.

Number of } 139641
Company }



The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL



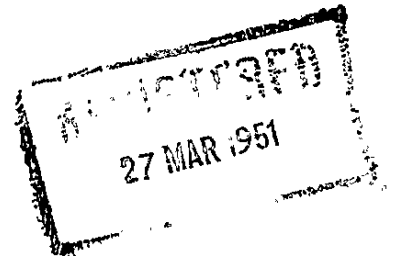
Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here

Notice of Increase in the Nominal Capital OF

ROAD PLANT CONSTRUCTION COMPANY

LIMITED

Pursuant to Section 63 of The Companies Act, 1948



Forms: "CERTIFICATE, ESTRAND, LONDON."

HG-E90334
Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

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

Presented by

Road Plant Construction Co

INCORPORATED IN ENGLAND
LONDON, E.C.2



Notice of Increase in the Nominal Capital

OF

ROAD PLANT CONSTRUCTION COMPANY

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) Extraordinary Resolution of the Company dated the 21st day of March 1951 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 6,000 , beyond the Registered Capital of £2,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
6,000	Ordinary	£1

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

Pari passu with existing Capital in all cases.

Signature

Description (c)

Dated the 21st day
of March 1951.

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Secretary of the Company.

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

No. of Company 199841.

THE COMPANIES ACT, 1948.

SPECIAL RESOLUTION

(Pursuant to Sect.141(2))

- of -

ROAD PLANT CONSTRUCTION ~~CO. LTD.~~ COMPANY, LIMITED.

Passed 17th June, 1957.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 17th June 1957 the following SPECIAL RESOLUTION was duly passed :-

"That the name of the Company be altered to Johnston Brothers (Engineering) Ltd."

Secretary



3189



2.

DUPLICATE FOR THE FILE.

199841



Change of Name

Certificate pursuant to Section 18(3) of the Companies Act, 1948.

I Hereby Certify that

ROAD PLANT CONSTRUCTION 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

JOHNSTON BROTHERS (ENGINEERING) LIMITED

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

Given under my hand at London, this **twenty-first** day of **June** One thousand nine hundred and fifty **seven**.

L. R. [Signature]
Registrar of Companies.

Certificate received by *Patect* 21 JUN 1957

Date

294

Company Number.....199841.....



B

Reference: C.R. 98/1489/57

BOARD OF TRADE,

COMPANIES ACT, 1948

ROAD PLANT CONSTRUCTION COMPANY Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to JOHNSTON BROTHERS (ENGINEERING) LIMITED

Signed on behalf of the Board of Trade

this twenty-first

day of June 1957.



G. J. Mann
Authorised in that behalf by the President of the Board of Trade.

No. C. 60.

THE COMPANIES ACT, 1948.

Special Resolution

Pursuant to Section 141 (2).

OF

JOHNSTON BROTHERS (ENGINEERING) LIMITED

Passed 26th June 1959

AT an EXTRAORDINARY GENERAL MEETING of the above named
Company, duly convened and held at

Ibex House, Minories, London E.C.3.

on the 26 day of June 1959 the following
Special Resolution was duly passed:—

That the Articles of Association of the Company be
altered as follows:—

By deleting Article 67, and substituting the following:—

"The Shareholding qualification for Directors may
be fixed by the Company in General Meeting, and
unless and until so fixed, no qualification shall
be required".

By order of the Board

SECRETARY.

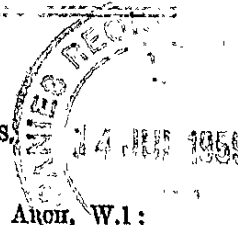
PUBLISHED AND SOLD BY

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;



163
THE COMPANIES ACT, 1948

Special Resolution

Pursuant to Section 141 (2)

OF

JOHNSTON BROTHERS (Engineering) LTD.

Passed 29th December 1960.

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at JOHNSTON HOUSE, HATCHLANDS ROAD, REDHILL, on the 29th day of December, 1960 the following Special Resolution was duly passed : —

That the Articles of Association of the Company be altered in manner following, that is to

- (a) Add at the end of Article 10 the following words : —

Every certificate shall be signed by two Directors and countersigned by the Secretary or some other person to be nominated by the Directors for the purpose.

- (b) In Article 53, in the fifth line thereof, delete the word "Members," and substitute the word "Directors," and in the sixth line thereof delete the words "the Directors," and substitute the words "their number".

- (c) Delete Article 65 and substitute the following : —

There shall be two classes of Directors, Ordinary and Technical, and wherever the word Director appears in these Articles without further qualification it shall refer to Ordinary Directors only, and not to Technical Directors. The number of Directors shall be not less than two nor more than five.

- (d) Insert after Article 65 the following new Article to be numbered 65(a) : —

The Directors may from time to time elect or appoint Technical Directors whose number shall not, unless otherwise determined by a General Meeting, exceed four, and need not at the time of appointment specify the duration of the appointment.

- (e) Insert after the above new Article 65(a) the following new Article to be numbered 65(b) : —

The Directors shall define limit and restrict the powers, authorities and discretions of the Technical Directors, who shall conform with any directions so given, and may fix and determine their remuneration, duties, immunities and qualifications, and may at any time without previous notice remove any Technical Director from office. Clauses (A) (B) (C) and (F) of Article 71 shall also apply to the office of Technical Director.

Technical Directors shall not need a share qualification, and may hold office in conjunction with any other office or place of profit under the Company, except that of Auditor. Technical Directors shall not be liable to retire by rotation or be taken into account in determining the rotation or retirement of the Directors under Article 74, nor shall they be entitled to attend or vote at Meetings of the Directors except as may be determined from time to time by the Directors.

Dated this 29th day of December, 1960.

By order of the Board,

[C.A.]

THE COMPANIES ACT, 1948.

Special Resolution

Mem

Pursuant to Section 141 (2).

OF

JOHNSTON BROTHERS (ENGINEERING) LIMITED.

Passed 18th March 1958

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at

Johnston House, Hatchlands Road, Redhill, Surrey.

on the Eighteenth day of March 1968 the following
were
Special Resolutions were duly passed:—

1. It was resolved that the Memorandum of Association of the Company with respect to its objects be altered by deleting Clause 3 (J) and substituting the following:—

"Either with or without the Company receiving any consideration or advantage, direct or indirect, to lend and advance money or give credit to such persons and on such terms as may seem expedient and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and the uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or any other subsidiary, as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.

2. It was resolved that the Articles of Association of the Company

Contd. overleaf

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WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM 2. 100 M. 11

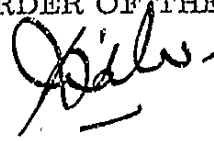


of the Company/

be altered by deleting Article 72 and substituting the following:-

"A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board his interests therein in the manner required by Section 199 of the Companies Act 1948. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration."

BY ORDER OF THE BOARD.



Secretary.

199,841

176

JOHNSTON BROTHERS (ENGINEERING)
~~Road Plant Construction Company, XXX~~
LIMITED.

+ f/s
Iron foundry & Engineers ✓

plc

Memorandum

XXX

~~Articles of Association~~ XXX

A

As amended by Special Resolutions passed:-
5th September, 1949
17th June, 1957
18th March, 1968.

V

LEE AND NIGHTINGALE, PRINTERS, LIVERPOOL.

A

P

THE COMPANIES ACTS, 1908 to 1917.

Iron foundry +
COMPANY LIMITED BY SHARES.
Engineers

Memorandum of Association

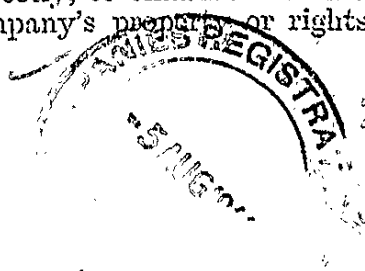
JOHNSTON BROTHERS^{OF} (ENGINEERING)
~~Road Plant Construction Company, Limited.~~ *See Special Res 17.6.57.*

1.—The Name of the Company is "~~Road Plant Construction Company, Limited.~~" *Johnston Brothers (Engineering) Limited.*

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

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

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of all forms of machinery, plant, and apparatus, tool-makers, brass founders, metal workers, boiler-makers, machinists, smiths, woodworkers, builders, painters, electrical engineers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, plant, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights for the time being.



- (B) To carry on any business relating to the production and working of metals, and the production, manufacture, and preparation of any other materials which may usefully or conveniently be combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (D) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or

privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire. —

(G) To require and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received. —

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

(I) 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. —

(J) ✓ Either with or without the Company receiving any consideration or advantage, direct or indirect, to lend and advance money or give credit to such persons and on such terms as may seem expedient and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and the uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or any other subsidiary, as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business. —

~~to give guarantees or become security for any such persons.~~

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

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

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may

think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions. —

(o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company. —

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

(q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise. —

(r) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company. —

(s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who

See Special Res.
5.9.49

including Directors or ex-Directors who hold or have held salaried office may have served the Company or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (r) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4.—The liability of the members is limited.

5.—The Share Capital of the Company is £8,000, divided into 8,000 Shares of £1 each. The Company has power from time to time to increase its Capital, and to issue any Shares in the original or increased Capital, as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preference, rights, privileges or conditions, or to subject the same to any restrictions or limitations that may be determined before the issue of the Shares affected thereby.

By an Extraordinary Resolution passed 21.3.57 the Capital was increased to £8,000

Number of } 199841 / 86
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

JOHNSTON BROTHERS (ENGINEERING) LIMITED

Passed 20th October, 1975.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Johnston House,

• Johnston House, Hatchlands Road,
• Redhill, Surrey.

on the 20th day of October, 1975 the subjoined
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the Share Capital of the Company be increased to £100,000 by the creation of 92,000 Shares of £1 each.

Signature

W. J. M. M.

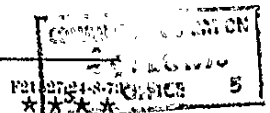
To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

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Companies 7



SR

No. of Company ...199841.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company JOHNSTON BROTHERS (ENGINEERING) Limited*

hereby gives you notice that by ~~ordinary~~/special** resolution of the company dated the
20th October 1975....., the nominal capital of the company has been increased by the
addition thereto of a sum of £ 92,000..... beyond the registered capital of £ 8,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
92,000	Ordinary	£1

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

Signed *W. K. G. G. G.*

State whether
Director or Secretary *Director*

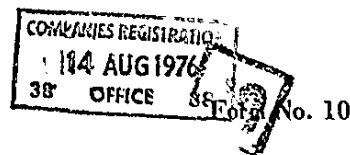
Date *12.8.76*

* Delete "Limited" if not applicable
** Delete as necessary

(see notes overleaf)

Presented by:

Presenter's reference:



199841

/90

*The Companies Acts, 1908 to 1917
and
The Companies Acts, 1948 to 1967*

Memorandum

AND

Articles of Association

OF

Johnston Brothers (Engineering) Limited

Incorporated the 11th day of August, 1924

No. 199481

(Reprinted, incorporating new Articles of Association, October, 1975)



No. 199841

CHANGE OF NAME

CERTIFICATE PURSUANT TO SECTION 18(3) OF THE COMPANIES ACT, 1948.

I hereby certify that

ROAD PLANT CONSTRUCTION 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

JOHNSTON BROTHERS (ENGINEERING) LIMITED

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

Given under my hand at London, this 21st day of June, 1957.

L. J. BLANDFORD,
Registrar of Companies.

The Companies Acts, 1908 to 1917

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
Johnston Brothers (Engineering) Limited
(As amended by Special Resolutions passed 5th September, 1949, and 18th March, 1968)

1. The Name of the Company is "JOHNSTON BROTHERS (ENGINEERING) LIMITED."

*Name changed from
ROAD PLANT
CONSTRUCTION
COMPANY LIMITED
by Special
Resolution passed
17th June, 1957.*

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

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

- (A) To carry on the business of iron founders, mechanical engineers, and manufacturers of all forms of machinery, plant, and apparatus, tool-makers, brass founders, metal workers, boiler-makers, machinists, smiths, woodworkers, builders, painters, electrical engineers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, plant, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights for the time being.
- (B) To carry on any business relating to the production and working of metals, and the production, manufacture, and preparation of any other materials which may usefully or conveniently be combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

- (D) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) 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.

- (J) Either with or without the Company receiving any consideration or advantage, direct or indirect, to lend and advance money or give credit to such persons and on such terms as may seem expedient and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and the uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or any other subsidiary, as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (r) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, including Directors or Ex-Directors who hold or have held Salaried Office or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (t) To promote any other company for the purpose of acquiring all or any part of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any company purchasing the same.

- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £2,000, divided into 2,000 Shares of £1 each. The Company has power from time to time to increase its Capital, and to issue any Shares in the original or increased Capital, as Ordinary, Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preference, rights, privileges or conditions, or to subject the same to any restrictions or limitations that may be determined before the issue of the Shares affected thereby.

By an Extraordinary Resolution passed 21st March, 1951, the share capital was increased from £2,000 to £8,000.

By a Special Resolution passed 20th October, 1975, the share capital was increased from £8,000 to £100,000.

v

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
<p>JAMES THOMAS MITCHELL JOHNSTON, "Amberley", Beechwood Road, Sanderstead, Surrey, Merchant.</p>	<p>One.</p>
<p>EDMUND ROBERT JOHNSTON, "Gorsedown," Burdon Lane, Belmont, Surrey, Merchant.</p>	<p>One.</p>
<p>WALTER PERCIVAL WILKINS, "Gaywood", Horley, Surrey, Contractor.</p>	<p>One.</p>

Dated this 7th day of August, 1924.

Witness to the above Signatures:

G. M. NEWLING,
35, Palmerston Crescent,
Palmers Green,
London, N.,
Spinster.

JOHNSTON BROTHERS (ENGINEERING) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 20th day of October, 1975, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:—

RESOLUTION

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 adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

W. GRAHAM S. JOHNSTON,

Chairman.

THE COMPANIES ACT, 1948.
COMPANY LIMITED BY SHARES.

Articles of Association

OF

JOHNSTON BROTHERS (ENGINEERING) LIMITED
(Adopted by Special Resolution passed the 20th day of October, 1975)

TABLE A.

1. The regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company.

INTERPRETATION.

2. In these presents the words standing in the first column of the table next hereinafter contained shall, if not inconsistent with the subject or context, bear the meanings set opposite to them respectively in the second column thereof:—

WORDS.	MEANINGS.
The Act	The Companies Act, 1948.
The Statutes	The Companies Act, 1948, and every statutory modification or re-enactment thereof for the time being in force.
These presents	These Articles of Association as originally framed, or as from time to time altered by Special Resolution.
Office	The registered office for the time being of the Company.
Register	The Register of Members to be kept pursuant to the Statutes.
Board	The Directors for the time being of the Company.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.

"In writing" shall include printed, lithographed, and typewritten.

Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

Subject to the foregoing provisions, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:

- (A) The Company shall not offer any of its shares or Debentures to the public for subscription.
- (B) The number of the Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall not at any time exceed fifty.
- (C) The transfer of Shares in the Company shall be restricted in the manner hereinafter provided.

4. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company to any amount not exceeding five pence per Share.

SHARE CAPITAL.

5. The Share Capital of the Company as at the date of the adoption of these presents as the Articles of Association of the Company is £100,000 divided into 100,000 Shares of £1 each.

SHARES AND CERTIFICATES.

6. Without prejudice to any special rights previously conferred on the Holders of existing Shares in the Company, any Share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine.

7. The Shares shall be under the control of the Directors, who may allot and dispose of the same to such persons, on such terms, and in such manner as they think fit. Shares may be issued at par or at a premium.

8. The Directors may make arrangements on the issue of Shares for a difference between the Holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

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

10. Every Member shall be entitled without payment to one Certificate under the Common Seal of the Company, specifying the Share or Shares held by him, with the distinctive numbers thereof and the amount paid up thereon. Such Certificate shall be delivered to the Member within two months after the allotment or registration of the transfer, as the case may be, of such Share or Shares. Every Certificate shall be signed by two Directors and countersigned by the Secretary or some other person to be nominated by the Directors for the purpose.

11. If any Member shall require additional Certificates he shall pay for each such additional Certificate such sum, not exceeding five pence, as the Directors shall determine.

12. If any Certificate be defaced, worn out, lost, or destroyed, it may be renewed on payment of five pence or such less sum as the Directors may prescribe, and the person requiring the new Certificate shall surrender the defaced or worn-out Certificate, or give such evidence of its loss or destruction and such indemnity to the Company as the Directors think fit.

JOINT HOLDERS OF SHARES

13. Where two or more persons are registered as the Holders of any Share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the provisions following:—

- (A) The Company shall not be bound to register more than three persons as the Holders of any Share.
- (B) The joint Holders of any Share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such Share.
- (C) On the death of any one of such joint Holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share; but the

Directors may require such evidence of death as they may deem fit.

- (D) Any one of such joint Holders may give effectual receipts for any Dividend, Bonus, or return of Capital payable to such joint Holders.
- (E) Only the person whose name stands first in the Register of Members as one of the joint Holders of any Share shall be entitled to delivery of the Certificate relating to such Share, or to receive notices from the Company, or to attend or vote at General Meetings of the Company, and any notice given to such person shall be deemed notice to all the joint Holders; but any one of such joint Holders may be appointed the proxy of the person entitled to vote on behalf of the said joint Holders, and as such proxy to attend and vote at General Meetings of the Company.

CALLS ON SHARES.

14. The Directors may from time to time make Calls upon the Members in respect of all moneys unpaid on their Shares, and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his Shares to the persons and at the times and places appointed by the Directors. A Call may be made payable by instalments.

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

16. If the Call payable in respect of any Share or any instalment of a Call be not paid before or on the day appointed for payment thereof, the Holder for the time being of such Share shall be liable to pay interest for the same at such rate, not exceeding Ten per centum per annum, as the Directors shall determine from the day appointed for the payment of such Call or instalment to the time of actual payment; but the Directors may if they shall think fit waive the payment of such interest or any part thereof.

17. If by the terms of the issue of any Shares, or otherwise, any amount is made payable at any fixed times or by instalments at any fixed times, whether on account of the amount of the Share or by way of premium, every such amount or instalment shall be payable as if it were a Call duly made by the Directors, and of which due notice had been given; and all the provisions hereof with respect to the payment of Calls and interest thereon, or to the forfeiture of Shares for non-payment of Calls, shall apply to every such amount or instalment and the Shares in respect of which it is payable.

18. The Directors may if they think fit receive from any Member willing to advance the same all or any part of the moneys uncalled or unpaid upon any Shares held by him; and upon the money so paid in advance the Directors may (until the same would but for such advance become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, Six per centum per annum) as may be agreed upon between the Members paying the sum in advance and the Directors.

TRANSFER AND TRANSMISSION OF SHARES

19. The instrument of transfer of any Share in the Company shall be in writing, and shall be executed by the transferor and duly attested, and the transferor shall be deemed to remain the Holder of such Share until the name of the transferee is entered in the Register in respect thereof.

20. Shares in the Company shall be transferred in any usual or common form of which the Directors shall approve.

21. A Member shall be entitled to transfer any Share subject to the terms of Article 22 hereof, but not otherwise than in accordance with the following provisions:—

- (A) A Member desirous of selling his Shares (hereinafter called "the selling Member") shall give a notice (hereinafter called "the notice of sale") to the Secretary of the Company containing an offer to sell the same, and stating the number of Shares which he desires to sell and the price which he is willing to accept for such Shares.
- (B) The Secretary shall thereupon send to each of the other Members of the Company a circular containing the same particulars, and naming a day (being fourteen days after the receipt by him of the notice of sale) on or before which offers to purchase the same will be received. If on or before the day so named offers to purchase all or any of the Shares referred to in the notice of sale at the price named shall be received from Members of the Company by the Secretary, he shall, as agent for the selling Member and the proposing purchaser or purchasers, declare a contract of sale to be concluded, and shall give notice thereof to the selling Member and the purchaser or purchasers.
- (C) If the offers for purchase shall together constitute offers to purchase a greater number of Shares than those offered for sale, the Shares offered for sale shall be divided among the proposing purchasers in the proportions as nearly as possible in which they already hold Shares in the Company: Provided

that no proposing purchaser shall be liable to take more Shares than those he shall have offered to purchase, and any Shares which cannot be so divided as aforesaid without creating fractions shall be apportioned by lot among the proposing purchasers. The selling Member and the Members declared to be the purchasers of Shares shall give effect to the contract or contracts so made as aforesaid by the execution of proper transfers and the payment of the purchase price.

- (D) If within twenty-one days after the service of the notice of sale on the Secretary the selling Member shall not receive notice that his offer to sell is accepted on behalf of some Member or Members of the Company, he may within six calendar months from the date of serving the notice of sale sell or dispose of the Shares referred to in such notice of sale, or so many of them as shall not have been agreed to be purchased by a Member or Members of the Company to any other person, provided that such sale or disposal be at a price not less than that named in the notice of sale.
- (E) A notice of sale may be renewed from time to time, but the offer therein contained shall not be withdrawn until the expiration of twenty-one days from the time of the service thereof on the Secretary.
- (F) If any person shall become entitled to any Share by reason of the death or bankruptcy of any Member he shall be bound forthwith to offer the same for sale to the Members of the Company at a fair price, such fair price to be determined by agreement between such persons and the Directors, or in default of agreement by the Auditors for the time being of the Company, whose decision shall be conclusive and binding on the Company and on all persons interested in the Share; and so soon as the said fair price shall have been determined the said person shall give to the Secretary a notice of sale in the manner hereinbefore mentioned containing as the price which he is willing to accept the said fair price, and the same results shall follow as in the case of a notice of sale voluntarily given. If the said person shall fail to give such notice of sale the Directors may, as his agents, give the same for him.
- (G) Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or new appointment of trustees, but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

22. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any proposed transfer of Shares. The Directors

may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless the instrument of transfer is accompanied by the Certificate of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

23. On the death of any Member (not being one of several joint Holders of a Share) the executors or administrators of such deceased Member shall be the only persons recognised by the Company as having any title to such Share.

24. A person becoming entitled to a Share by reason of the death or bankruptcy of the Holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the Registered Holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by Membership in relation to Meetings of the Company.

FORFEITURE OF SHARES AND LIEN.

25. If any Member fails to pay any Call or instalment of a Call on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the Call or instalment remains unpaid serve a notice on him requiring him to pay so much of the Call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.

26. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such Call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid, and it shall also name the place where payment is to be made, such place being either the Registered Office or some other place at which Calls of the Company are usually made payable. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the Shares in respect of which such Call or instalment is payable will be liable to forfeiture.

27. If the requisitions of any such notice as aforesaid be not complied with, any Shares in respect of which such notice has been given may, at any time thereafter before payment of all Calls or instalments, interest, and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect.

28. Any Shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all Calls made or instalments due prior to the

forfeiture, as the Directors think fit; or the Directors may, at any time before such Shares are sold or otherwise disposed of, annul the forfeiture upon such terms as they may approve.

29. Any Member whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the Shares, together with interest thereon at such rate, not exceeding Ten per centum per annum, as the Directors shall appoint down to the date of payment; but the Directors may if they shall think fit, remit the payment of such interest or any part thereof.

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

31. The Company shall have a first and paramount lien upon all Shares held by any Member of the Company (whether alone or jointly with other persons) and upon all Dividends and Bonuses which may be declared in respect of such Shares, for all debts, obligations, and liabilities of such Member to the Company: Provided always that if the Company shall register a transfer of any Shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim, the said Shares shall be freed and discharged from the lien of the Company.

32. The Directors may, at any time after the date for the payment or satisfaction of such debts, obligations, or liabilities shall have arrived, serve upon any Member who is indebted or under any obligation to the Company, or upon the person entitled to his Shares by reason of the death or bankruptcy of such Member, a notice requiring him to pay the amount due to the Company or satisfy the said obligation, and stating that if payment is not made or the said obligation is not satisfied within a time (not being less than fourteen days) specified in such notice, the Shares held by such Member will be liable to be sold; and if such Member or the person entitled to his Shares as aforesaid shall not comply with such notice within the time aforesaid, the Directors may sell such Shares without further notice.

33. Upon any sale being made by the Directors of any Shares to satisfy the lien of the Company thereon the proceeds shall be applied: First, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the Member to the Company; and the residue (if any) shall be paid to the person entitled to the Shares at the date of the sale or as he shall in writing direct.

34. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence as against all persons entitled to such Shares that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money, nor shall his title to the said Shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy (if any) of the former Holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

ALTERATION OF SHARE CAPITAL.

35. The Directors may with the sanction of an Extraordinary Resolution of the Company previously given in General Meeting increase the Capital by the issue of new Shares, such aggregate increase to be of such amount and to be divided into Shares of such respective amounts as the Resolution shall prescribe.

36. Subject to the provisions of Article 40 hereof the new Shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the Resolution sanctioning the increase of Capital shall prescribe.

37. Subject to any direction to the contrary that may be given by the Resolution sanctioning the increase of Capital, all new Shares shall before issue be offered to such persons as at the date of the offer are entitled to receive from the Company notices of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares to which they are entitled. Such offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer if not accepted will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may also dispose as they think fit of any new Shares which (by reason of the ratio which the new Shares bear to Shares held by persons entitled to an offer of new Shares) cannot in the opinion of the Directors be conveniently offered under this Article.

38. Any Capital raised by the creation of new Shares shall, unless otherwise provided by the conditions of issue, be considered as part of the original Capital, and shall be subject to the same provisions with reference

to the payment of Calls and the forfeiture of Shares on non-payment of Calls, transfer, and transmission of Shares, lien, or otherwise, as if it had been part of the original Capital.

39. The Company may:—

(1) By Special Resolution:

(A) Subdivide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association: Provided that in the subdivision of the existing Shares the proportion between the amount paid and the amount (if any) unpaid on each Share of reduced amount shall be the same as it was in the case of the existing Share from which the Share of reduced amount is derived;

(B) Reduce its Capital in any manner allowed by law.

(2) By Ordinary Resolution:

(C) Consolidate and divide its Capital into Shares of larger amount than its existing Shares;

(D) Cancel any Shares which at the date of the passing of the Resolution have not been taken or agreed to be taken by any person.

MODIFICATION OF RIGHTS.

40. If at any time the Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall, *mutatis mutandis*, apply, but so that at every such separate General Meeting the quorum shall be two persons at least holding or representing by proxy one-third of the issued Shares of the class.

BORROWING POWERS.

41. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue at such price as they may think fit of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

42. The Register of Mortgages shall be open to inspection by any creditor or Member of the Company without payment, and by any other person on payment of the sum of five pence for each inspection.

43. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

44. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Provided that so long as the Company shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or in the following year.

45. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

46. All General Meetings shall be held at such time and place as the Board may determine.

47. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on any requisition made in accordance with Section 132 of the Act, or in default may be convened by such requisitionists as thereby provided. Any meeting convened by requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

48. In the case of the Annual General Meeting or of a meeting convened for the purpose of passing a Special Resolution, twenty-one clear days' notice at the least, and in any other case fourteen clear days' notice at the least, shall be given to all the members (other than those who under the provisions of these presents or the terms of issue of the shares held by them are not entitled to receive notices of General Meetings of the Company) and to the Auditors for the time being of the Company. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business

and such notice shall be given in manner hereinafter mentioned. Every notice of an Annual General Meeting shall specify the meeting as such and every notice of a meeting convened for passing a Special or Extraordinary Resolution shall state the intention to propose such Resolution as a Special or Extraordinary Resolution as the case may be.

49. A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed by such number of members entitled or having a right to attend and vote thereat as is prescribed by Section 133(3) of the Act.

50. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him, and that a proxy need not also be a member.

51. Subject to the provisions of Section 140 of the Act, it shall be the duty of the Company, on the requisition in writing of such number of members as is specified in the said Section and (unless the Company otherwise resolves) at the expense of the requisitionists:

- (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting, and
- (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Notice of any such resolution shall be given, and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them and notice of any such resolution shall be given to any other member of the Company by giving notice of the general effect of the resolution in accordance with the provisions of Section 140(3) of the Act.

52. The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate any resolution passed or proceedings had at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

53. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Board and Auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

54. When by any provision contained in the Statutes special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as Section 142 of the Act may allow) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of such Section.

55. No business shall be transacted at any General Meeting, other than the adjournment of that Meeting, unless a quorum of Members is present at the time when the Meeting proceeds to business; and such quorum shall consist of not less than two Members personally present and holding or representing by proxy not less than one-tenth of the issued Capital of the Company upon which all Calls or other sums then due have been paid.

56. If within half an hour from the time appointed for the Meeting a quorum be not present the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum be not present those Members who are present shall be deemed to be a quorum, and may do all business which a full quorum might have done.

57. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, the Directors present shall choose one of their number present to be Chairman; or if no Director be present and willing to take the Chair the Members present shall choose one of their number to be Chairman.

58. The Chairman may with the consent of any Meeting at which a quorum is present adjourn the Meeting from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for twenty-one days or more,

notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

59. At any General Meeting every question shall be decided in the first instance by a show of hands; and unless a poll be (on or before the declaration of the result of the show of hands) demanded by at least two Members entitled to vote, or directed by the Chairman, a declaration by the Chairman that a Resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Minutes of the proceedings of the Company, shall be conclusive evidence of the facts, without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

60. If a poll be demanded or directed in the manner above mentioned it shall (subject to the provisions of the next succeeding Article hereof) be taken at such time and in such manner as the Chairman may appoint, and the result of such poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.

61. No poll shall be demanded upon the election of a Chairman or upon a question of adjournment. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS.

62. Upon a show of hands every Member present in person shall have one vote only. Upon a poll every Member present in person or by proxy shall have one vote for every Share held by him.

63. If any Member be a lunatic or idiot he may vote by his committee, *curator bonis*, or other legal curator.

64. No Member shall be entitled to vote at any General Meeting unless all Calls or other sums presently payable by him in respect of the Shares held by him in the Company have been paid.

65. On a poll votes may be given either personally or by proxy.

66. The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing, or if such appointor be a corporation either under its common seal or under the hand of an officer or attorney so authorised: Provided always that a corporation being a Member of the Company may appoint any one of its officers to be its proxy, and the person so appointed may attend and vote at any Meeting

and exercise the same functions on behalf of the corporation which he represents as if he were an individual Shareholder.

67. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company not less than twenty-four hours before the time fixed for holding the Meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid.

68. An instrument appointing a proxy shall be in the following form, or in any other form of which the Directors shall approve:—

LIMITED.

“ I, _____ ,
 “ of _____ ,
 “ in the County of _____ , being a Member of
 _____ LIMITED,
 hereby appoint “ _____ ,
 “ of _____ ,
 “ as my proxy to vote for me and on my behalf at the
 “ Ordinary [or Extraordinary, as the case may be] General
 “ Meeting of the Company, to be held on the
 “ day of _____ , 19 _____ , and at any
 “ adjournment thereof.
 “ As witness my hand this _____ day of _____ , 19 _____ .”

DIRECTORS.

69. The number of Directors shall be not less than two nor more than nine.

70. The Shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed, no qualification shall be required.

71. The remuneration of the Directors shall be such sum or sums as may from time to time be determined by the Company in General Meeting.

POWERS OF DIRECTORS.

72. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the formation and registration of the Company, and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, not being inconsistent

with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Provided always that the sale of the Company's business and undertaking as a whole shall only be carried out with the consent of an Extraordinary Resolution passed at a properly convened General Meeting of the Company. The granting of Pensions, gratuities or charitable aid to Directors or ex-Directors or to the wives, children or other relatives of such persons, shall in all cases be subject to the consent of the Company in General Meeting.

MANAGING DIRECTORS.

73. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such time and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit, but his appointment shall be subject to determination *ipso facto* if he shall cease from any cause to be a Director, or if the Company in General Meeting shall resolve that his tenure of such office be determined. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make or impose, and the said powers may at any time be withdrawn, revoked, or varied.

DISQUALIFICATION OF DIRECTORS.

74. The Office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind or be found a lunatic;
- (C) If he be convicted of an indictable offence;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one month from the date of his appointment;
- (E) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors;
- (F) If he give the Directors one month's notice in writing that he resigns his office;
- (G) If he be removed in accordance with Article 84 hereof.

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

75. A Director may enter into contracts or arrangements or have dealings with the Company and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board his interests therein in the manner required by Section 199 of the Companies Act, 1948. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

76. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to the Regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

ROTATION OF DIRECTORS.

77. Subject to the provisions of these presents at the Annual General Meeting in each year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire.

78. Subject to the provisions of the Act and of these presents and until otherwise determined by the Company by Ordinary Resolution the Directors to retire in every year shall be the Directors who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree otherwise amongst themselves) be selected from among them by lot. A retiring Director shall be eligible for re-election.

79. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto. If at any such meeting the place of a retiring Director is not filled up, the retiring Director shall, if willing to act, be deemed to have been re-elected, unless at

such meeting it is resolved not to fill up such vacated office, or unless a motion for the re-election of such Director shall have been put to the meeting and lost.

80. No person, not being a Director retiring at the meeting or a person recommended by the Board, shall be eligible for election as a Director at any General Meeting unless not less than seven nor more than forty-eight clear days before the day appointed for the meeting there has been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

81. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors and may make the appointments necessary for effecting any such increase, and may also determine in what rotation such increased or reduced number is to go out of office.

82. Except so far as Section 183 of the Act otherwise allows, at a General Meeting the appointment of Directors shall be voted on individually.

83. The Board shall have power at any time, and from time to time, to appoint any person as a Director, either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Subject to the provisions of Section 175(6) of the Act, any Director so appointed by the Board shall retire at the next Annual General Meeting but shall then be eligible for re-election and any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

84. Without prejudice to the provisions of Section 184 of the Act, 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 Ordinary Resolution appoint another person to be a Director 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.

85. The Company shall in accordance with the provisions of Section 200 of the Act, keep at the Office a register containing such particulars with respect to the Directors and the Secretary of the Company as are required by, and shall from time to time notify the Registrar of any change in such register and of the date of such change in manner prescribed by, that Section.

RETIREMENT OF DIRECTORS.

86. Unless and until otherwise determined by Ordinary Resolution of the Company, either generally or in any particular case, no Director approved by the Board for re-appointment or continuance in office shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any such Director retiring or liable to retire under the provisions of these presents or any person approved by the Board for appointment as a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of such a Director or person at any age, and it shall not be necessary to give to the members notice of the age of any such Director or person proposed to be re-appointed or appointed as a Director.

PROCEEDINGS OF DIRECTORS.

87. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give any notice of a Meeting of Directors to any Director who is absent from the United Kingdom.

88. The Directors may elect a Chairman of their Meetings, and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such Meeting.

89. A Memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

90. The Directors may delegate any of their powers to Committees, consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on him or them by the Directors. The regulations herein contained for the Meetings and proceedings of Directors shall, so far as not altered by any regulations made by the Directors, apply also to the Meetings and proceedings of any Committee.

91. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any persons acting as Directors, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

92. The Directors may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company, or undertaking any work additional to that usually required of Directors of a company similar to this.

MINUTES.

93. The Board shall cause Minutes to be made in books provided for the purpose:—

- (A) Of all appointments of officers made by the Board;
- (B) Of the names of the Directors present at each Meeting of the Board and of any Committee of the Board;
- (C) Of all resolutions and proceedings at all Meetings of the Company and of the Board and of Committees of the Board.

DIRECTORS' SHARE AND DEBENTURE HOLDINGS.

94. The Company shall keep a register of Directors' share and debenture holdings in accordance with the Statutes. Such register shall be kept at the Office and shall be open to the inspection of any member or holder of debentures of the Company or of any person acting on behalf of the Board of Trade, between the hours of 10 a.m. and noon on each day, during which the same is bound to be open. Such register shall also be produced at the commencement of the Annual General Meeting and remain open and accessible during the continuance of the meeting to any person attending the meeting.

THE SEAL.

95. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, or such other person as the Directors may appoint for the purpose, and such Director and Secretary or other person as aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DIVIDENDS.

96. Subject to the rights of the Holders of any Shares entitled to any priority, preference, or special privileges, all Dividends shall be declared and paid to the Members in proportion to the amounts paid up on the Shares held by them respectively. No amount paid on a Share in advance of Calls shall, while carrying interest, be treated for the purpose of this Article as paid on the Share.

97. The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of Dividend, and the Company shall declare the Dividend to be paid, but such Dividend shall not exceed the amount recommended by the Directors.

98. No Dividend shall be paid otherwise than out of the profits of the Company.

99. The Directors may from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits of the Company.

100. The Directors may deduct from the Dividends payable to any Member all such sums of money as may be due from him to the Company on account of Calls or otherwise.

101. Notice of any Dividend that may have been declared shall be given to each Member in the manner in which notices are given to the Members.

102. The Company may transmit any Dividend or Bonus payable in respect of any Share by ordinary post to the registered address of the Holder of such Share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

103. No Dividend shall bear interest as against the Company.

104. The Directors may, with the sanction of the Company in General Meeting, distribute in kind among the Members by way of Dividend any of the assets of the Company, and in particular any shares or securities of other companies to which this Company is entitled: Provided always that no distribution shall be made which would amount to a reduction of Capital except in the manner appointed by law.

CAPITALISATION OF RESERVES.

105. The Company may by Ordinary Resolution upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's

reserve accounts (but subject as hereinafter provided as to any sum standing to the credit of share premium account or capital redemption reserve fund) or to the credit of the Profit and Loss Account or otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits, and that the Board be accordingly authorised and directed to appropriate the profits or sum so resolved to be capitalised as capital to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends on the shares held by them on such date as shall be fixed by or in accordance with such resolution, and to apply such profits or sum on their behalf, either in or towards paying up the amounts (if any) for the time being unpaid on any shares or debentures held by such members respectively, or in the paying up in full of unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and among such members in the proportion aforesaid, or partly in one way and partly in the other. Provided always that the share premium account or capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

106. Whenever such resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits or sum resolved to be capitalised thereby, and all allotments and issue of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares to which they may be entitled as the result of such capitalisation, and any agreement made under such authority shall be effective and binding upon all such members.

107. The Board shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (B) all sales and purchase of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

108. The books of account shall be kept at the Office, or subject to the provisions of Section 147(3) of the Act at such other place as the Board shall think fit, and shall at all times be open to the inspection of the Directors, but no member (not being a Director) shall have any right to inspect any book, account or document of the Company, except as conferred by Statute or authorised by the Board or by an Ordinary Resolution of the Company.

109. The Board shall from time to time, in accordance with the provisions of the Statutes, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Statutes.

110. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Statutes.

111. A copy of the Directors' and Auditors' reports accompanied by copies of the balance sheet, profit and loss account and other documents required by the Act, to be annexed to the balance sheet, shall, not less than twenty-one days previously to the Annual General Meeting, be delivered or sent by post to the registered address of every Member and holder of debentures of the Company and to the Auditors.

112. Every account of the Board when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.

AUDIT.

113. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES.

114. A notice or other document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register.

115. All notices required to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to

whichever of such persons is named first in the Register in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

116. Any member described in the Register by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, no member other than a member described in the Register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

117. Any notice required to be given by the Company to the members or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement.

118. Any notice required to be or which may be given by advertisement shall be advertised in at least one leading London daily newspaper.

119. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is put into a post office situated within the United Kingdom, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into such post office. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

120. Any notice or document delivered or sent by post to, or left at, the registered address of any member shall, if such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served on his legal personal representatives.

121. Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives the title to such share.

WINDING UP.

122. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company and with any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set

such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY.

123. Every Director or other officer and every Auditor of the Company shall be indemnified out of the assets of the Company from and against all liabilities incurred by him in relation to the matters referred to in paragraph (b) of the proviso to Section 205 of the Act.

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107.

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 143, Companies Act 1948)

JOHNSTON BROTHERS (ENGINEERING) LIMITED

Passed 25th October, 1983

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Vincent Lane, Dorking, Surrey, on Tuesday, 25th October, 1983, the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to
Johnston Engineering Limited"



Chairman

MLA #40
8 59397



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

199841

108.

I hereby certify that

JOHNSTON BROTHERS
(ENGINEERING) LIMITED

having by special resolution changed its name, is now
incorporated under the name of

JOHNSTON ENGINEERING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JANUARY 1984

A handwritten signature in cursive script, appearing to read 'E. Jones.'.

MRS. E. J. JONES

an authorised officer

Derek A. Perry
Reg. E. Andersen
Jack D. Cook
Michael Isaacs
Michael E. Orford
David P. North

Bowker, Orford & Co. Chartered Accountants

15-19, Cavendish Place, London, W1M 0DD
Telephone: 01-636 6391

Our Ref. 40812/17/Y

23rd September 1985

The Secretary,
Johnston Engineering Limited,
Johnston House,
Hatchlands Road,
Redhill,
Surrey
RH1 1BG

Reg. No. 199841

117.

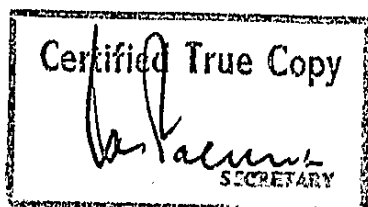
Dear Sir,

We hereby tender our resignation as Auditors of your Company with immediate effect. We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or the creditors of the Company.

Yours faithfully,

Bowker Orford & Co

BOWKER, ORFORD & CO.



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to Section 380, Companies Acts 1985)

JOHNSTON ENGINEERING LIMITED

Passed 28th November, 1989

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Vincent Lane, Dorking, Surrey, on Tuesday, 28th November, 1989, the following resolution was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

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

Just Johnston

CHAIRMAN



These are the new articles of association produced at the Extraordinary General Meeting held on 28th November 1989 and signed by me for the purpose of identification.

Johnston
Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

JOHNSTON ENGINEERING LIMITED

(Adopted by a Special Resolution
passed on 28 November 1989)

PRELIMINARY

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
5. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

COMPANIES HOUSE
18 DEC 1989

DIRECTORS

7. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
 8. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -
 - (1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or
 - (2) by an ordinary resolution of the Company.
- The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.
9. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.
 10. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefit.

199 841
No. of Company 199481

The Companies Acts 1908 to 1917
and
The Companies Acts 1948 to 1976
and
The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

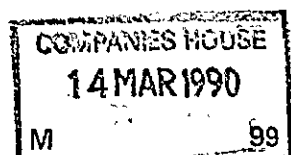
MEMORANDUM AND ARTICLES OF ASSOCIATION

JOHNSTON ENGINEERING LIMITED

(Incorporated the 11th day of August 1924)

(Reprinted, incorporating new Articles of
Association, March 1990)

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches Throughout the United Kingdom
Telephone 01-253-3030 Telex 261010



THE COMPANIES ACTS 1908 to 1917

and

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's memorandum Association by filled resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985

JOHNSTON ENGINEERING LIMITED

(As amended by Special Resolution passed 5th September, 1949, and 18th March, 1968)

1. *The Name of the Company is "JOHNSTON ENGINEERING LIMITED".

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

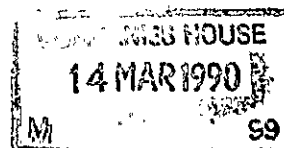
3. The objects for which the Company is established are:-

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of all forms of machinery, plant, and apparatus, tool-makers, brass founders, metal workers, boiler-makers, machinists, smiths, woodworkers, builders, painters, electrical engineers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, plant, implements, rolling stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property or rights for the time being.

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

(C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

* The name of the Company was changed on the 1st day of January 1984, from "JOHNSTON BROTHERS (ENGINEERING) LIMITED" and previously on the 21st day of June 1957 from "ROAD PLANT CONSTRUCTION COMPANY LIMITED".



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(D) To purchase or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(F) To apply for, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

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

(I) 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.

(J) Either with or without the Company receiving any consideration or advantage, direct or indirect, to lend and advance money or give credit to such persons and on such terms as may seem expedient and to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and the uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person, and in particular (but without limiting the generality of the foregoing) of the Company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act 1948 or any other subsidiary,

as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or, Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

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

(M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

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

(Q) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.

(R) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, including Directors or Ex-Directors who hold or have held Salaried Office or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(T) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(U) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any company purchasing the same.

(V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, debenture stock, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(W) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.

(X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company £2,000 divided into 2,000 Shares of £1 each. The Company has power from time to time to increase its Capital, and to issue any Shares in the original or increased Capital, as Ordinary Preferred, or Deferred Shares, and to attach to any class or classes of such Shares any preference, rights, privileges or conditions, or to subject the same to any restrictions or limitations that may be determined before the issue of the Shares affected thereby.

By an Extraordinary Resolution passed 21st March, 1951, the share capital was increased from £2,000 to £8,000.

By a Special Resolution passed 20th October, 1975, the share capital was increased from £8,000 to £100,000.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

JOHNSTON ENGINEERING LIMITED

(Adopted by a Special Resolution passed on 28 November 1989)

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Articles of Association by filled resolutions and is lodged in compliance with the requirements of section 18 of the companies Act 1985

PRELIMINARY

1. The following regulations and (subject as provided in the articles) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
5. Sections 89 and 90 of the Act shall not apply to the Company.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason, decline to register a transfer of any share; and the first sentence of regulation 24 of Table A shall accordingly not apply to the Company.

DIRECTORS

7. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.
8. A person willing to act may be appointed as a director and any director howsoever appointed may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either:-

(1) by an instrument delivered to the office and signed by or on behalf of a member or members holding a majority in nominal amount of the ordinary shares of the Company for the time being in issue; or

(2) by an ordinary resolution of the Company.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act.

9. No director shall be required to vacate his office as a director and no person shall be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

10. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefit.