

Number of
Certificate }

240229

[Form No. 41.]

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance

WITH THE

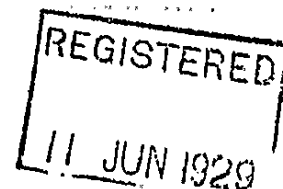
REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,

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

Walter & Son (acetylene Engineers)

LIMITED.

(See Page 2 of this Form.)



TELEGRAMS: "CERTIFICATE. FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (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



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

I John Carter (Engineer)
of 47, Snowden Road, Eccles, Manchester,
in the County of Lancaster.

*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 person named
in the articles of association, as a director, of
Carter & Son (Acetylene Engineers)

ant

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 New City of Salford

the fourteenth day of June
One thousand nine hundred and twenty-nine

before me,

Ernest Desjournes
A Commissioner for Oaths.

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

Number of
Certificate

240229

Form No. 25.

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

COMPANY LIMITED BY SHARES.



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

Statement of the Nominal Capital

OF

Carver & Son (Austrian Engineers)

REGISTERED

LIMITED,

11 JUN 1929

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

(See Page 2 of this Form.)

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

CL. 6992

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (2 LINES).

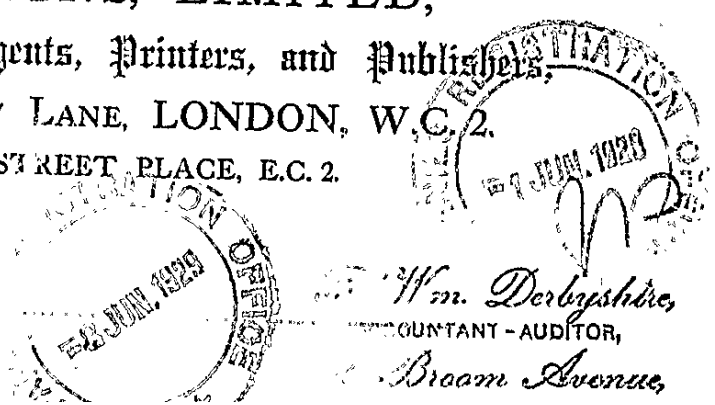
JORDAN & SONS, LIMITED,

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



Wm. Derbyshire,
ACCOUNTANT - AUDITOR,
Broom Avenue,

THE NOMINAL CAPITAL

OF

Carter & Son (Acetylene Engineers)

LIMITED,

is *One Thousand* Pounds,

divided into *One thousand Ordinary* Shares

of *One pound* each.

Signature

John Carter

Description

Director

Dated the *31st* day

of *May* 1929

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



240229 1/3



THE COMPANIES ACTS, 1908 to 1917

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Carter & Son (Acetylene Engineers) Limited

1. The name of the Company is CARTER & SON (ACETYLENE ENGINEERS) LIMITED.

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

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

(a) To commence and carry on the business of Acetylene Engineers and Manufacturers, Metal Workers and Manufacturers, Electrical Engineers, Consulting Engineers, Boiler Makers, Machinists, Iron and Steel Converters, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in metals, machinery, implements, rolling stock, and hardware of all kinds, and to carry on such other businesses and processes in connection with the above-mentioned businesses as are customarily or usually carried on in connection therewith or are naturally incident to such businesses or any of them.

(b) To acquire and undertake all or any part of the business property or assets and assume all or any of the liabilities of any other company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company, and to amalgamate with, enter into partnership or make an arrangement for sharing profit, co-operation or union of interest with any such company, firm or person and to pay for the same either wholly or in part in shares, debentures, cash or otherwise.

(c) To borrow, or raise money, for the purpose of the Company upon such terms and in such manner as the Company shall think fit.

(d) To issue at a discount or otherwise bonds, debentures, debenture stock perpetual or otherwise, mortgages or other instruments with or without a charge upon all or any of the property or assets of the Company including its uncalled capital and with

REGISTERED

11 JUN 1929



THE COMPANIES ACTS, 1908 to 1917.



COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

Carter & Son (Acetylene Engineers) Limited

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(a) To commence and carry on the Business of Acetylene Engineers and Manufacturers, Metal Workers and Manufacturers, Electrical Engineers, Consulting Engineers, Boiler Makers, Machinists, Iron and Steel Converters, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in metals, machinery, implements, rolling stock, and hardware of all kinds, and to carry on such other businesses and processes in connection with the above-mentioned businesses as are customarily or usually carried on in connection therewith or are naturally incident to such businesses or any of them.

(b) To acquire and undertake all or any part of the business property or assets and assume all or any of the liabilities of any other company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company, and to amalgamate with, enter into partnership or make an arrangement for sharing profit, co-operation or union of interest with any such company, firm or person and to pay for the same either wholly or in part in shares, debentures, cash or otherwise.

(c) To borrow, or raise money, for the purpose of the Company upon such terms and in such manner as the Company shall think fit.

(d) To issue at a discount or otherwise bonds, debentures, debenture stock perpetual or otherwise, mortgages or other instruments with or without a charge upon all or any of the property or assets of the Company including its uncalled capital and with

REGISTERED

11 JUN 1929

or without preference or priority among different issues and with or without powers to the lenders to convert their securities into shares of the Company and generally upon such terms and in such manner as the Company shall think fit and to establish and provide sinking and reserve funds for redemption or payment of obligations and liabilities.

- (e) To issue and negotiate debentures, debenture stock, charges, promissory notes, bills of exchange or other negotiable instruments and to make, accept, endorse, discount, purchase, sell and deal in promissory notes, bills of exchange or other negotiable or transferable instruments.
- (f) To sell, lease, let on hire, exchange or otherwise dispose of or mortgage or otherwise deal with or turn to account and upon such terms as may be thought expedient the undertaking of the Company or any part thereof and all or any part of the property, rights, privileges, licenses, copyrights, or business of the Company and to accept payment therefor either in cash or in shares, debentures or other securities of any other company and either by a fixed payment or payments or conditional upon or varying with earnings, profits or any contingency and generally upon such terms as the Company may think proper.
- (g) To pay for any property, business or rights acquired by or services rendered to the Company either wholly or partly in cash or by the issue of shares wholly or partly paid up, or by the issue of debentures or debenture stock or other securities of the Company and generally upon such terms as the Company may determine.
- (h) To accept payment for any property, business or rights sold or otherwise disposed of or dealt with or services rendered by the Company wholly or partly in cash or in fully paid-up shares or in debentures or debenture stock or other securities of any company or corporations and generally on such terms as the Company may determine.
- (i) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of the whole or any part of the property, assets, or liabilities of this Company, or shall be in any manner calculated to advance directly or indirectly the interests of this Company, and to underwrite or subscribe for or acquire and hold shares, stock and securities of or guarantee the payment of any securities or other obligations of any such company.
- (j) To sell or let any mill, warehouse, office, workshop, showroom, or other building or part of a building and any real or personal property belonging to the Company for any period and purposes and upon any terms.
- (k) To purchase, take on lease or lay out land for building purposes and to build on, improve, let or take on building leases, advance money to persons building or otherwise develop the same in such manner as may seem expedient to the Company's interests.
- (l) To unite, co-operate or amalgamate with, lend money to, subsidise or otherwise assist any person, company, corporation or association already or hereafter to be established for or engaged in objects similar or analogous to those of this Company, or about to engage in any business or transaction which this Company is authorised to engage in and to acquire by original subscription or otherwise and hold, sell or otherwise

dispose of shares, stocks, debentures or debenture stocks, or any interests in the revenues or profits of any such company, corporation or association so formed or of any company, association or partnership carrying on any business capable of being conducted so as to directly or indirectly to benefit this Company.

- (m) To lend, invest, or otherwise deal with moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (n) To lend money to such persons and on such terms as may seem expedient and in particular to persons having dealings with the Company and to give any guarantee or indemnity as may seem expedient.
- (o) To grant options over any shares of the Company at such times and in such manner and either at par or at a premium or as fully or in part paid up and generally upon such terms and conditions in every respect as the Company shall think fit.
- (p) To grant donations to, and subscribe to, or aid in the establishment and support of associations or institutions calculated to benefit persons employed by, or having dealings with the Company, and to subscribe money or otherwise assist charitable or benevolent objects.
- (q) To adopt such means of making known all or any part of the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, magazines, trade journals and periodicals, and by granting prizes, awards, and donations.
- (r) To remunerate, by way of commission or otherwise, any person or persons, company or companies, for services rendered or to be rendered to the Company, and particularly in placing or assisting to place, or guaranteeing the placing of any shares or securities of the Company, or in or about the formation or promotion thereof or the conduct of its business.
- (s) To distribute any of the property and assets of the Company among its members in specie or otherwise.
- (t) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and either alone or in partnership, or in conjunction with any persons, firms, associations or other companies, or public or other bodies, or institutions.
- (u) To do all such things as may seem incidental or conducive to the attainment of the objects of the Company or any of them, and so that the word "Company" in this Clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The nominal ^{Share} Capital of the Company is £1,000, divided into 1,000 Ordinary Shares of £1 each.

6. The Company has power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as ordinary, preferred or deferred shares and to attach to any class or classes or such shares any preferences, rights, privileges, priorities in payment of dividends

John Leard
Harry Leard

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or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division.

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.
<i>John Carter</i> <i>Engineer</i> <i>47 Snowden Road</i> <i>Eccles Manchester</i>	<i>Five.</i>
<i>Harry Carter,</i> <i>(Engineer)</i> <i>47 Snowden Rd.,</i> <i>Eccles. Manchester</i>	<i>Five.</i>

DATED the *31st* day of *May*, 1929.

Witness to the above signatures:—

Francis William Derbyshire.
Accountant.
20, Broom Avenue.

Levermore.
Manchester.



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THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

REGISTERED

11 JUN 1929

Carter & Son (Acetylene Engineers) Limited

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" as contained in the First Schedule to the Companies' Consolidation Act 1908, shall apply to this Company.

2. The Company shall be a private Company pursuant to the Companies Acts, 1908 and 1913, and for this purpose the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment were while in such employment and have continued after the determination of such employment to be members of the Company) shall not exceed fifty.

3. The Company shall not issue to the public any invitation to subscribe for any shares or debentures of the Company.

4. Clauses 35 to 40 of Table "A" shall not apply.

5. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, three members personally present shall be a quorum. Clause 51 of Table "A" shall not apply.

6. The qualification of a Director shall be the holding of at least five shares in the Company, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act, 1908. Clause 70 of Table "A" shall not apply.

7. The first Directors of the Company are John Carter (Engineer), 47, Snowdon Road, Eccles, Manchester; Harry Carter (Engineer), 47, Snowdon Road, Eccles, Manchester.

8. 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 lunatic.
- (c) If he be convicted of an indictable offence.
- (d) If he is absent himself from the meetings of the Directors for a period of six months, except through illness, without special leave of absence from the other Directors.
- (e) If he give the Directors one month's notice in writing that he resigns his office.

Clause 77 of Table "A" shall not apply.

9. No person shall be entitled to become the transferee of a share, unless and until he is approved as such by the Directors. The Directors may decline to approve any transfer, or to register any transfer, without giving any reason for so doing.

10. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified thereby, nor shall he be liable to account to the Company for any profit arising out of such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon, his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

11. A Director may act as Solicitor or architect to the Company and shall not be disqualified from office by the fact that he holds or has held any position of trust for the Company or the promoters thereof (with the exception of the position of Auditor of the Company) and whilst so acting shall be entitled to receive remuneration and emoluments as an ordinary or permanent Director of the Company as well as the usual professional charges for work done and services rendered by him to the Company and may hold any other office or place of profit in the Company in conjunction with his Directorship and may be appointed thereto upon such terms as to remuneration, tenure of office or otherwise as may be arranged by the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Carter

Engineer

47 Snowden Road

Eccles Manchester

Harry Carter

(Engineer)

47 Snowden Rd.,

Eccles, Manchester

DATED the 31st day of May, 1929.

Witness to the above signatures:—

Francis William Derbyshire.

Accountant.

20, Broom's Avenue.

Levenshulme.

Manchester.

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

Articles of Association

— OF —

CARTER & SON

(Acetylene Engineers) Limited.

F. Wm. Derbyshire
ACCOUNTANT - AUDITOR,
20, Broom Avenue,
Levenshulme,
Manchester.

DUPLICATE FOR THE FILE.

No.

240229



Certificate of Incorporation

I Hereby Certify,

That

CARTER & SON (ACETYLENE ENGINEERS) 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 June One
Thousand Nine Hundred and twenty-nine.

Registrar of Joint Stock Companies.

Certificate
received by

Date