

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTIONS

-of-

WALTONS (MIDDLESBROUGH), LIMITED

Passed 16th November 1967

At an Extraordinary General Meeting of the Members of the above-named Company held at 3, Bevis Marks, London, E.C.3, on Thursday, the 16th November, 1967, the following Resolutions were duly passed as Special Resolutions:

RESOLUTIONS

1. That the name of the Company be changed to MARINE SAFETY SERVICES LIMITED.

2. That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by the deletion of the objects set forth in Clause 3 thereof and the substitution therefor of the objects set forth in the printed document signed by the Chairman of this Meeting for the purpose of identification.

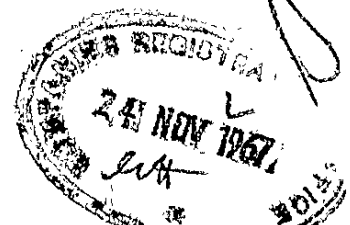
3. That the regulations contained in the printed document signed by the Chairman of this Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

P. C. Russell
P. C. RUSSELL,

Secretary.

Presented (and
Certified printed by
the Multilith process) by:

John G. Russell
FRESHFIELDS (DLS/FW/LS)
1 Bank Buildings,
Princes Street,
London, E.C.2



This document MUST be attached to the Resolution
Chairman.
16th November, 1967.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

-of-

WALTONS (MIDDLESBROUGH), LIMITED

(Adopted by Special Resolution passed 16th November, 1967)

TABLE A.

1. The regulations contained in Table A in the First Schedule to the Companies Act, 1929 shall not apply to the Company. Subject as hereinafter provided and to the provisions of the Companies Act 1967, the regulations contained in Table A, Parts I and II, in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

PRIVATE COMPANY

2. Regulations 24 and 53 of Part I and Regulation 1 of Part II of Table A shall not apply. The word "also" in line 1 of Regulation 25 of Part I of Table A shall be deemed to be deleted.

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £1000 divided into 1000 Shares of £1 each.

4. All unissued shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two. A Director shall not be required to vacate his office, and no person shall be ineligible for appointment or re-appointment as a Director by reason of his attaining the age of seventy or any other age, and Regulation 88(a) of Part I of Table A shall be deemed to be deleted.

6. A Director need not be a Member of the Company and Regulation 77 of Part I of Table A shall not apply.

7. Each Director shall have the power to appoint either (i) another Director or (ii) any other person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director. A person so appointed shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

8. The holder or holders of a majority in nominal value of such of the issued share capital for the time being

of the Company as carries the right of attending and voting at General Meetings of the Company by memorandum in writing signed by him or them and left at or sent to the registered office of the Company, or the Company in General Meeting, may at any time or from time to time appoint any person to be a Director of the Company or remove any Director from office. The Directors in office at the date of adoption of these Articles of Association shall each be deemed to have been appointed in accordance with and shall hold office subject to, the foregoing provisions of this Article.

9. Regulation 84(1) of Part I of Table A shall be construed as if there had been added at the end thereof the following words:-

"and, subject to such disclosure, a Director may vote in respect of any contract or arrangement in which he is interested, and he shall be reckoned for the purpose of constituting a quorum of Directors."

Regulation 84(2) of Part I of Table A shall not apply.

10. The proviso at the end of Regulation 79 of Part I of Table A shall not apply.

11. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Director so appointed shall (subject to Regulation 88 of Part I of Table A as deemed to be amended by these Articles) hold office until he is removed pursuant to Article 8. Regulations 89 to 97 (inclusive) of Part I of Table A shall not apply.

This is the printed document referred to in Resolution No.2 passed at an Extraordinary General Meeting of Waltons (Middlesbrough), Limited held this day.


Chairman.

16th November, 1967.

- (1) To carry on all or any of the businesses of consultants instructors and advisers to shipowners and others in the field of safety, safe practices and safety instruction in the operation of ships, tankers and vessels of all descriptions, and of inspectors, surveyors, valuers, maintainers, assessors, designers, manufacturers and dealers of and in marine and safety equipment and to inspect, investigate, report and advise on safety, safety training, equipment and maintenance of equipment in ships, tankers and other vessels, factories, establishments and other facilities, and accidents and casualties afloat or ashore.
- (2) To carry on business as consultants to surveyors, instructors, salvagers and inspectors; and as printers, writers, commissioners, producers and distributors of publications in any way connected with safety or safe practices, and to set up and administer technical courses of instruction, safety training, fire-fighting and salvage operations, to act as superintendents and consultants to marine, shipping, stevedoring

and salvage companies, on repairing and renewing vessels or equipment and the carrying out of repairs and the stowage of cargo; and to do all such things either as principals or agents either ashore or afloat and to carry on any other business similar to or complementary to the foregoing or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

- (3) To devise, construct, erect, build, establish, utilise, maintain and turn to account plant, installations and other works, conveniences and machinery, tools, apparatus, implements, accessories and appliances of all descriptions suitable or considered suitable for any of the foregoing purposes.
- (4) To carry on in all their respective branches all or any of the businesses of manufacturers, importers, exporters, and producers of and dealers in materials, substances, requisites and goods of all descriptions.
- (5) To purchase, take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description; and (without prejudice to the generality of the foregoing) to construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, water-courses, dams, reservoirs, wells, aqueducts, aerodromes, marine platforms, furnaces, gasworks, mines, quarries, embankments, irrigations, reclamations, sewage, drainage, sanitary and water works, electricity, telephonic, telegraphic, and power works, houses, buildings and erections of all descriptions, and all other works and things which may be deemed expedient for the purposes of

the Company and to pay or contribute to the payment of the cost of constructing, ~~executing~~, working, developing, and administering the same.

- (6) To develop and turn to account any property of the Company in any manner and in particular by laying out and preparing land for building purposes, building thereon, planting, paving, draining, sewerage, farming and cultivating the same, letting on building, farming or occupation lease or agreement, and by advancing money to or entering into contracts and arrangements of all kinds with builders, tenants and others.
- (7) To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (8) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (9) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (10) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.

- (11) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (12) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (13) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on or proposing to carry on, any business within the objects of the Company.
- (14) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (15) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing

its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

- (16) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (17) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (18) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (19) To give all descriptions of guarantees and indemnities.
- (20) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (21) To borrow and raise money in any manner and on any terms.
- (22) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares

of the capital, original or increased of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.

- (23) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (24) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (25) To undertake and transact all kinds of trust and agency business.
- (26) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of the predecessors in business of the Company or of any such subsidiary company or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.
- (27) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.

- (28) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (29) To enter into any arrangements with an Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (30) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (31) To distribute among the Members of the Company in specie any property of the Company.
- (32) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (1) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate or whether domiciled in the United Kingdom or elsewhere, and (2) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers hereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 261614

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Whereas

WALTONS (MIDDLESEXBOURGH), LIMITED

was incorporated as a limited company under the **COMPANIES ACT, 1929,**

on the **2ND JANUARY, 1932**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

MARINE SAFETY SERVICES LIMITED

5TH DECEMBER, 1967.

Given under my hand at London the

gott
[Signature]

Assistant Registrar of Companies